

Russell M. Blau
Jeffrey R. Strenkowski
Phone: (202) 373-6000
Fax: (202) 373-6001
russell.blau@bingham.com
jeffrey.strenkowski@bingham.com

January 31, 2008

VIA HAND DELIVERY

Marlene H. Dortch, Secretary
Federal Communications Commission
The Portals
445 12th Street, S.W.
Washington, D.C. 20554

Attn: Jodie May, Wireline Competition Bureau
Alex Johns, Wireline Competition Bureau
David Krech, International Bureau
Sumita Mukhoty, International Bureau

Re: *WC Docket No. 08-2*
IB File Nos. ITC-T/C-20071221-00523 and ITC-T/C-20071221-00524

In the Matter of the Joint Application of Covad Communications Group, Inc., Transferor, Covad Communications Company, Licensee, DIECA Communications, Inc., Licensee, and CCGI Holding Corporation, Transferee, for Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, and Sections 63.04 and 63.24 of the Commission's Rules to Complete an Indirect Transfer of Control of Covad Communications Company and DIECA Communications, Inc., Authorized Domestic and International Section 214 Carriers, to CCGI Holding Corporation

Dear Ms. Dortch:

CCGI Holding Corporation ("CCGI Holding," or "Applicant"), through its undersigned counsel, hereby provides the Commission with additional information concerning the above-referenced application filed with the Wireline Competition and International Bureaus. This information is in response to a request by staff for additional information concerning the above-referenced applications.

CCGI Holding Withdraws its Confidential Treatment Request

CCGI Holding hereby withdraws its previous request for confidential treatment of its ownership information filed in the above-referenced dockets. Attached please find another copy of that information. As such, CCGI Holding and the other parties to the above referenced applications respectfully reiterate their request for streamlined treat-

Boston
Hartford
Hong Kong
London
Los Angeles
New York
Orange County
San Francisco
Santa Monica
Silicon Valley
Tokyo
Walnut Creek
Washington

Bingham McCutchen LLP
2020 K Street NW
Washington, DC
20006-1806

T 202.373.6000
F 202.373.6001
bingham.com

ment of the applications pursuant to Commission rules, and as previously set forth in the applications.

Supplemental Information Requested By Staff

CCGI Holding provides the following responses to the supplemental information requested by staff.

1. Do any of the 10% owners in the ownership chain own or control any other telecommunications entities?

Response: To the best of CCGI Holding's information and belief, no entities that will own more than 10% of CCGI Holding Corporation (pursuant to the FCC's ownership attribution rules) own or control any other telecommunications entities, with the exception of Platinum Equity, LLC, which, as set forth in the application, indirectly owns Startec Global Operating Company ("Startec"); Matrix Telecom, Inc. ("Matrix"); and Americatel Corporation ("Americatel").

2. Please identify the state retirement fund listed as holding the sole limited partnership interest in Platinum Equity Capital Partners-A II, L.P.

Response: The state retirement fund is the Commonwealth of Pennsylvania Public School Employees' Retirement System.

3. Given the FCC's ownership attribution rules, are there any other investors (including the "institutional investors" mentioned under Platinum Equity Capital Partners-PF II, L.P.), that would meet the FCC's 10% ownership threshold?

Response: No. Under the FCC's attribution rules, there are no additional 10% owners. The "institutional investors" are limited partners with no control over the day-to-day business operations, activities, or decisions of Platinum Equity Capital Partners-PF II, L.P. or CCGI Holding.

4. Are there any foreign entities that own more than 10% of CCGI Holding pursuant to the FCC's ownership attribution rules?

Response: No. All entities that will own or control more than 10% of CCGI Holding, pursuant to the FCC's ownership attribution rules, have been identified.

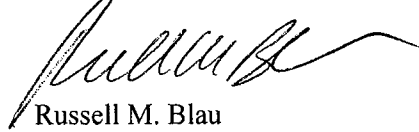
* * * * *

Except as clarified in this filing, all other information in the above-referenced Applications remains accurate. An original and six (6) copies of this letter are enclosed for filing with the International Bureau. A copy of this letter is also being filed in the above-referenced Wireline Competition docket via ECFS. Please date stamp the extra

Marlene H. Dortch, Secretary
January 31, 2008
Page 3

copy and return it in the envelope provided. Should you have any questions regarding this filing, please do not hesitate to contact us at (202) 373-6000.

Sincerely,



Russell M. Blau
Jeffrey R. Strenkowski

Counsel for CCGI Holding Corporation

Attachment

cc: Jodie May, Wireline Competition Bureau (via email)
Alex Johns, Wireline Competition Bureau (via email)
David Krech, International Bureau (via email)
Sumita Mukhoty, International Bureau (via email)

Attachment

CCGI Holding Corporation Ownership Information

Ownership and Control of CCGI Holding Corporation

I. CCGI Holding Corporation

Address: CCGI Holding Corporation
c/o Platinum Equity, LLC
360 North Crescent Drive, South Building
Beverly Hills, California 90210

Citizenship: Delaware

Primary Business: Holding Company

CCGI Holding Corporation (“CCGI Holding”) is ultimately controlled by Platinum Equity, LLC (“Platinum Equity”).

Three private equity funds and one investment entity, all of which are ultimately controlled by Platinum Equity and Tom Gores, will, upon consummation of the acquisition, hold direct equity interests totaling 100% in CCGI Holding. The three private equity funds are: (i) Platinum Equity Capital Partners II, L.P.; (ii) Platinum Equity Capital Partners-A II, L.P.; and (iii) Platinum Equity Capital Partners-PF II, L.P.; and the investment entity is Platinum Blackberry Principals, LLC (collectively, the “CCGI Holding Shareholders”).

The names, addresses, citizenship, primary business, and equity interest in CCGI Holding of each of the CCGI Holding Shareholders is as follows:

Platinum Equity Capital Partners II, L.P.

Address: Platinum Equity Capital Partners II, L.P.
360 North Crescent Drive, South Building
Beverly Hills, California 90210

Citizenship: Delaware

Primary Business: Private equity investments

Equity interest in CCGI Holding: 61.9%

The limited partnership interests in Platinum Equity Capital Partners II, L.P. (“PECP”), a Delaware limited partnership, are held by institutional investors and Platinum Equity Investment Holdings II, LLC. With the exception of Platinum Equity Investment Holdings II, LLC, these limited partners have no control over the day-to-day business operations, activities, or decisions of PECP or CCGI Holding. With the exception of Platinum Equity Investment Holdings II, LLC, none of these limited partners ultimately holds equity interests in CCGI Holding greater than 10%. The sole general partner of PECP is Platinum Equity Partners II, LLC, a Delaware limited liability company. The senior managing member and controlling entity of Platinum Equity Partners II, LLC is Platinum Equity Investment Holdings II, LLC, the sole member of which is Platinum Equity. Platinum Equity Partners II, LLC, Platinum Equity Investment Holdings II, LLC, and Platinum Equity are described more fully below.

Platinum Equity Capital Partners-A II, L.P.

Address: Platinum Equity Capital Partners-A II, L.P.
360 North Crescent Drive, South Building
Beverly Hills, California 90210

Citizenship: Delaware

Primary Business: Private equity investments

Equity interest in CCGI Holding: 12.6%

The sole limited partnership interest in Platinum Equity Capital Partners-A II, L.P. (“PECPA”), a Delaware limited partnership, is held by a state fund [the Commonwealth of Pennsylvania Public School Employees’ Retirement System]. As a limited partner of PECP-A, this limited partner holds an indirect equity interest in CCGI Holding in excess of 10%. The sole general partner of PECP-A is Platinum Equity Partners II, LLC, a Delaware limited liability company. The senior managing member and controlling entity of Platinum Equity Partners II, LLC is Platinum Equity Investment Holdings II, LLC, the sole member of which is Platinum Equity. Platinum Equity Partners II, LLC, Platinum Equity Investment Holdings II, LLC, and Platinum Equity are described more fully below.

Platinum Equity Capital Partners-PF II, L.P.

Address: Platinum Equity Capital Partners-PF II, L.P.
360 North Crescent Drive, South Building
Beverly Hills, California 90210

Citizenship: Delaware

Primary Business: Private equity investments

Equity interest in CCGI Holding: 5.5%

The limited partnership interests in Platinum Equity Capital Partners-PF II, L.P. (“PECPPF”), a Delaware limited partnership, are held by institutional investors. These limited partners have no control over the day-to-day business operations, activities, or decisions of PECP-PF or CCGI Holding. None of these limited partners ultimately holds equity interests in CCGI Holding greater than 10%. The sole general partner of PECP-PF is Platinum Equity Partners II, LLC, a Delaware limited liability company. The senior managing member and controlling entity of Platinum Equity Partners II, LLC is Platinum Equity Investment Holdings II, LLC, the sole member of which is Platinum Equity. Platinum Equity Partners II, LLC, Platinum Equity investment Holdings II, LLC, and Platinum Equity are described more fully below.

Platinum Blackberry Principals, LLC

Address: Platinum Blackberry Principals, LLC
360 North Crescent Drive, South Building
Beverly Hills, California 90210

Citizenship: Delaware

Primary Business: Private equity investments

Equity interest in CCGI Holding: 20.0%

The senior managing member of Platinum Blackberry Principals, LLC (“PCP”) will at closing be Platinum Equity Investment Holdings II, LLC, a Delaware limited liability company. The remaining membership interests in PBP will be held by Platinum Equity principals. With the exception of Tom Gores, these members have no control over the day-to-day business operations, activities, or decisions of PECP or CCGI Holding. With the exception of Tom Gores and Platinum Equity Investment Holdings II, LLC, none of these members ultimately holds equity interests in CCGI Holding greater than 10%. The

sole member of Platinum Equity Investment Holdings II, LLC is Platinum Equity. Platinum Equity Investment Holdings II, LLC and Platinum Equity are described more fully below.

II. Platinum Equity Partners II, LLC

Address: Platinum Equity Partners II, LLC
360 North Crescent Drive, South Building
Beverly Hills, California 90210
Citizenship: Delaware
Primary Business: Private equity investments

Through its interests in PECP, PECP-A, and PECP-PF, Platinum Equity Partners II, LLC (“PEP”) indirectly and ultimately controls 80% of the voting interests of CCGI Holding. The senior managing member and controlling entity of PEP is Platinum Equity Investment Holdings II, LLC, a Delaware limited liability company. The remaining membership interests in PEP are held by Platinum Equity principals. With the exception of Tom Gores, these members have no control over the day-to-day business operations, activities, or decisions of PECP or CCGI Holding. With the exception of Tom Gores and Platinum Equity Investment Holdings II, LLC, none of these members ultimately holds equity interests in CCGI Holding greater than 10%. The sole member of Platinum Equity Investment Holdings II, LLC is Platinum Equity. Platinum Equity Investment Holdings II, LLC and Platinum Equity are described more fully below.

III. Platinum Equity Investment Holdings II, LLC

Address: Platinum Equity Investment Holdings, LLC
360 North Crescent Drive, South Building
Beverly Hills, California 90210
Citizenship: Delaware
Primary Business: Private equity investments

Through its interests in PBP and PEP, Platinum Equity Investment Holdings II, LLC (“PEIH”) indirectly and ultimately controls 100% of the voting interests of CCGI Holding. The sole member of PEIH is Platinum Equity, LLC, a Delaware limited liability company. Platinum Equity is described more fully below.

IV. Platinum Equity, LLC

Address: Platinum Equity, LLC
360 North Crescent Drive, South Building
Beverly Hills, California 90210
Citizenship: Delaware
Primary Business: Mergers & Acquisitions

Through its interests in PEIH, Platinum Equity indirectly and ultimately controls 100% of the voting interests of CCGI Holding. Platinum Equity is the sole member of PEIH, which holds indirect or direct interests in each of the CCGI Holding Shareholders, as outlined above. Platinum Equity is ultimately controlled by Tom Gores.

V. Tom Gores

Address: Tom T. Gores
Platinum Equity, LLC
360 North Crescent Drive, South Building
Beverly Hills, California 90210

Citizenship: United States

Primary Business: Mergers & Acquisition Investments

Tom Gores holds a greater than 10% equity interest in Platinum Equity and CCGI Holding. Platinum Equity and CCGI Holding are ultimately controlled by Tom Gores.