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**PUBLIC SERVICE
COMMISSION**

VIA UPS – OVERNIGHT

January 8, 2008

Elizabeth O'Donnell
Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, Kentucky 40602-0615

**Re: Notice of Indirect Transfer of Control of DIECA Communications,
Inc. d/b/a Covad Communications Company**

Dear Ms. O'Donnell:

DIECA Communications, Inc. d/b/a Covad Communications Company ("Covad") and CCGI Holding Corporation ("Holding") (collectively, the "Parties") advise the Commission of a transaction whereby Holding will acquire indirect control of Covad.

The Parties understand that Commission approval is not required to complete the transaction described below. The Parties file this letter as a courtesy to advise the Commission of the proposed transaction and to ensure the continuing accuracy of the Commission's records.

The Parties provide the following additional notice information:

I. DESCRIPTION OF THE PARTIES

A. DIECA Communications, Inc. ("Covad")

Covad is a Virginia corporation, with offices located at 110 Rio Robles, San Jose, California, and is a wholly owned subsidiary of Covad Communications Group, Inc. ("CCGI"), (AMEX: DVW), a publicly held Delaware company located at the same address. Covad is a leading nationwide provider of integrated voice and data communications. The company offers DSL, Voice Over IP, T1, Web hosting, managed security, IP and dial-up, wireless broadband, and bundled voice and data services directly through Covad's network and through Internet Service Providers, value-added resellers, telecommunications carriers and affinity groups to small and medium-sized businesses and home users. Covad broadband services are currently available across the nation in 44 states and 235 Metropolitan Statistical Areas and can be purchased by more than 57 million homes and businesses, which represent over 50 percent of all US homes and businesses.

B. CCGI Holding Corporation (“Holding”)

Holding, formerly known as Blackberry Holding Corporation, is a Delaware corporation with offices at 360 N. Crescent Drive, South Building, Beverly Hills, California 90210. Holding is ultimately controlled by Platinum Equity LLC (“Platinum”). Platinum is a privately held Delaware limited liability company with offices located at 360 North Crescent Drive, Beverly Hills, California 90210. Platinum is a global firm specializing in the merger, acquisition and operation of companies that provide services and solutions to customers in a broad range of business markets, including information technology, telecommunications, logistics, manufacturing, and entertainment distribution.

Neither Holding nor Platinum offer any regulated telecommunications services and therefore do not hold any telecommunications authorizations from the Commission.

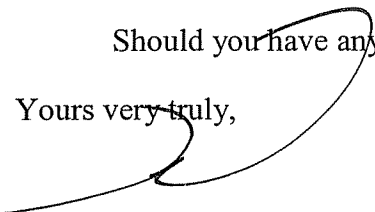
II. DESCRIPTION OF THE TRANSACTION

Platinum has created CCGI Merger Corporation (“Merger”) and Holding for the purpose of acquiring CCGI, the parent of Covad. Merger is a wholly owned subsidiary of Holding. Holding is ultimately controlled by Platinum. Pursuant to the Agreement and Plan of Merger dated as of October 28, 2007, by and among Merger, Holding and CCGI, subject to the obtaining of requisite regulatory and shareholder approvals, Merger will merge with CCGI, with CCGI surviving. As a result, Holding will acquire indirect control of Covad.

Although the proposed transaction will result in an indirect change of control of Covad, the merger will not adversely affect any of the customers who receive service in connection with Covad’s ongoing operations. Immediately following the consummation of the proposed transaction, those customers will continue to receive service under the same rates, terms and conditions of service. Therefore, the transfer of control will be seamless to consumers in Kentucky.

Should you have any questions, please do not hesitate to contact me.

Yours very truly,



Gregory T. Diamond
Senior Counsel
Covad Communications Company

cc: Eva Kalawski, CCGI Holding Corporation
Russell M. Blau, Bingham McCutchen, LLP
Jeffrey R. Strenkowski, Bingham McCutchen, LLP