

LATHAM & WATKINS LLP

RECEIVED

NOV 30 2007

PUBLIC SERVICE
COMMISSION

555 Eleventh Street, N.W., Suite 1000
Washington, D.C. 20004-1304
Tel: +1.202.637.2200 Fax: +1.202.637.2201
www.lw.com

FIRM / AFFILIATE OFFICES

Barcelona	New Jersey
Brussels	New York
Chicago	Northern Virginia
Frankfurt	Orange County
Hamburg	Paris
Hong Kong	San Diego
London	San Francisco
Los Angeles	Shanghai
Madrid	Silicon Valley
Milan	Singapore
Moscow	Tokyo
Munich	Washington, D.C.

November 28, 2007

VIA FEDERAL EXPRESS

Brent Kirtley
Public Service Commission of Kentucky
211 Sower Boulevard
P.O. Box 615
Frankfort, Kentucky 40602

RE: Startec Global Operating Company and Americatel Corporation
Notice of a *Pro Forma* Reorganization

Americatel Corporation (“Americatel”) and Startec Global Operating Company (“Startec”) (collectively, the “Companies”), by their attorneys pursuant to the Rules of the Public Service Commission of Kentucky (the “Commission”), advise the Commission of a transaction that will result in a *pro forma* transfer of control of Startec, a provider of resold interexchange telecommunications services in Kentucky (the “Transaction”).

Based on a review of Kentucky law, it is the Companies’ understanding that no state regulatory approval to complete the Transaction is required in Kentucky. Accordingly, the Companies submit this letter in order to ensure the continuing accuracy of Kentucky’s records. An original and one (1) copy of this letter, along with one (1) further copy for date-stamp and return are enclosed. Please date-stamp the extra copy of this letter and return it in the self-addressed, stamped envelope provided for that purpose.

The Companies further state as follows:

I. THE COMPANIES

A. Americatel

Americatel is a Delaware corporation with principal offices located at 4045 NW 97th Avenue, Miami, Florida 33178, tel. (305) 717-0200. Serving the needs of United States customers with connections to Latin America and the Caribbean, Americatel provides international and domestic facilities-based and resold long distance services, including “dial around” casual calling (*i.e.*, 1010XXX) service and presubscribed 1+ calling services, in each of

the 48 contiguous states. In Kentucky, Americatel is authorized to operate as a reseller of interexchange services pursuant to authority granted in Utility No. 5136900 on March 1998.

B. Startec

Startec is a Delaware corporation with its principal place of business located at 7361 Calhoun Place, Suite 650, Rockville, Maryland 20855, tel. (301) 610-4300. Startec is a wholly owned direct subsidiary of Startec Global Communications Corporation (“SGCC”), also a Delaware corporation. Startec provides long distance, Internet, and other communications services to persons and businesses residing in 49 states (all except Alaska) and the District of Columbia. In Kentucky, Startec is authorized to provide resold interexchange telecommunications service pursuant to authority granted in Utility ID No. 51280000 on June 4, 1999. Startec provides its services primarily to customers who place a significant number of calls to international destinations.

C. Ownership of the Petitioners

Platinum Equity, LLC (“Platinum Equity”) a limited liability company formed under the laws of Delaware and headquartered in Beverly Hills, California, has indirectly held 95 percent of the equity of Americatel since July 2006. Platinum Equity 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, and logistics, manufacturing, and entertainment distribution. Since its founding in 1995, Platinum Equity has acquired more than 70 businesses with more than \$16 billion in aggregate revenue at the time of acquisition. Platinum Equity currently holds its interests in Americatel through its wholly-owned subsidiary, MTAC Holding Corporation, a Delaware corporation, which in turn, is a wholly-owned subsidiary of EnergyTRACS Acquisition Corp. (“EnergyTRACS”), a Delaware corporation and wholly-owned subsidiary of Platinum Equity.

Platinum Equity acquired indirect control of Startec on July 12, 2007, when it acquired indirect ownership of 100 percent of the equity in Startec. Platinum Equity currently holds this interest through its wholly-owned subsidiary, SGCC, which in turn, is a direct subsidiary of EnergyTRACS.

II. DESIGNATED CONTACTS

Inquiries or copies of any correspondence, orders, or other materials pertaining to this Petition should be directed to:

Richard R. Cameron
Stefanie Alfonso-Frank
LATHAM & WATKINS LLP
555 11th Street, N.W., Suite 1000
Washington, D.C. 20004
(202) 637-2200 (Tel)
(202) 637-2201 (Fax)

richard.cameron@lw.com
stefanie.alfonso-frank@lw.com

Copies of any correspondence should also be sent to the following designated representative of Americatel and Startec:

Robert Felgar, General Counsel
Americatel Corporation
Startec Global Operating Company
7361 Calhoun Place, Suite 650
Rockville, MD 20855
(301) 610-4646 (Tel)
(240) 314-4219 (Fax)
Robert.Felgar@startec.com

III. DESCRIPTION OF THE TRANSACTION

Upon receipt of all necessary regulatory approvals and on or about December 31, 2007, Startec will implement a minor internal corporate reorganization resulting in a *pro forma* transfer of control of Startec. Specifically, Startec's immediate parent, SGCC, will become a direct subsidiary of Americatel and SGCC's current subsidiaries, including Startec, will become indirect subsidiaries of Americatel. This reorganization is depicted in the organizational charts contained in Exhibit A. Ultimate control of Startec will not change and will remain with Platinum Equity. In addition, no assets will be transferred in connection with the Transaction.

Immediately following the consummation of the Transaction, Startec will continue to offer service with no change in the rates or terms and conditions of service. Startec will continue to provide service to its customers under the same name, and will continue to be led by an experienced management team. Therefore, the *pro forma* transfer of control of Startec will be seamless and transparent to consumers in the state of Kentucky.

IV. PUBLIC INTEREST STATEMENT

The Companies submit that the Transaction will serve the public interest. The Transaction will streamline and eliminate inefficiencies from the business and administrative operations of the Companies and Platinum Equity. Specifically, the Companies anticipate that this transaction will allow the corporate family to realize significant cost savings and operational benefits. These cost savings and benefits will cause both Companies to become stronger competitors in the marketplace and will allow them to continue to provide high quality and low cost telecommunications services to Kentucky residents. As a result, the Transaction will also put the Companies in a better position to expand their service offerings, to the ultimate benefit of their customers.

The Companies emphasize that this *pro forma* transfer of control will be seamless and completely transparent to the customers of Startec, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers. The Transaction will not

change Startec's management or day-to-day operations in Kentucky. Americatel and Startec will both continue to provide competitive resold telecommunications services to their customers in Kentucky at the same rates, terms, and conditions of service as a result of the Transaction. Platinum Equity will maintain ultimate control over the Companies.

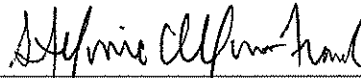
VI. CONCLUSION

Again, this letter constitutes notification to the Commission of a transaction for which the Companies believe no approval is required. For the reasons stated above, the Companies respectfully submit that the Transaction will service public interest, convenience and necessity. Questions regarding this letter may be directed to the undersigned.

Respectfully submitted,

AMERICATEL CORPORATION
STARTEC GLOBAL OPERATING COMPANY

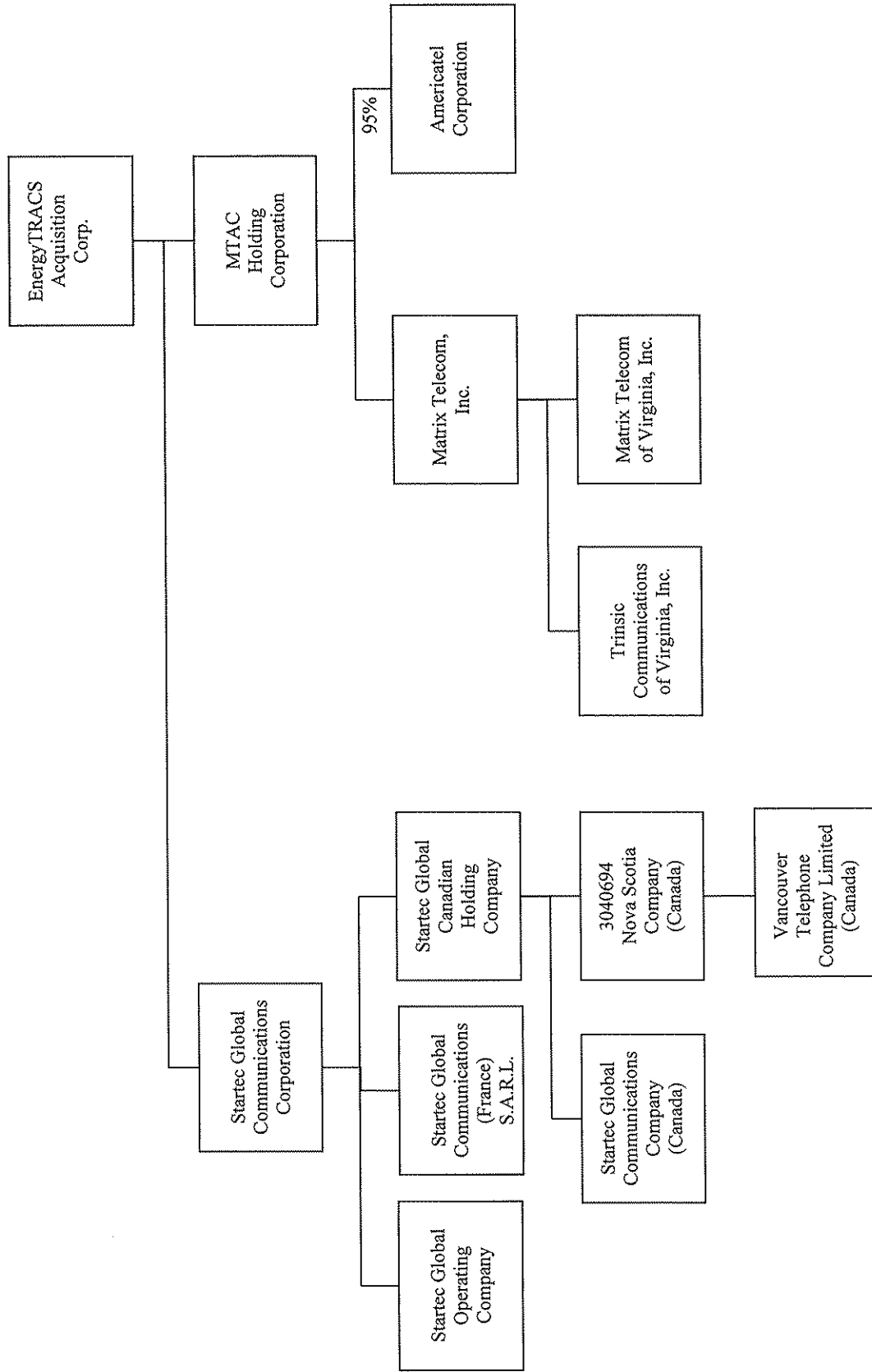
By Their Counsel:



Richard R. Cameron
Stefanie Alfonso-Frank
Latham & Watkins LLP
555 Eleventh Street, N.W., Suite 1000
Washington, D.C. 20004
(202) 637-2200

EXHIBIT A

Pre-Transaction Corporation Structure of Startec



Post-Transaction Corporate Structure of Startec

