

LATHAM & WATKINS LLP

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COMMISSION

February 28, 2008

**VIA FEDERAL EXPRESS**

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

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

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

Dear Mr. Kirtley:

Startec Global Operating Company (“Startec”) and Americatel Corporation (“Americatel”) (collectively, the “Companies”), by their attorneys pursuant to the rules of the Public Service Commission of Kentucky (the “Commission”), advise the Commission of a *pro forma* corporate restructuring that will result in the merger of the Companies, with Americatel surviving (the “Transaction”). Both companies provide resold interexchange telecommunications services in Kentucky.

In addition, in connection with the Transaction, the Companies request that the Commission cancel Startec’s operating authority in Kentucky, effective upon consummation of the Transaction. As explained more fully below, following the Transaction, Startec will cease to exist and Americatel will assume the customers and operations of Startec pursuant to Americatel’s authority to provide telecommunications services.

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. 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.

### **B. Americatel**

Americatel is a Delaware corporation with principal offices located at 4045 NW 97<sup>th</sup> 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 provide resold interexchange telecommunications service pursuant to authority granted in Utility No. 5136900 on March 1998. Based on its history of successful operations, Americatel has amply demonstrated its qualifications to serve Startec’s customers.

### **C. Ownership of the Companies**

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 currently holds its 95 percent interest 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 wholly-owned, direct subsidiary of Americatel.

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 75 businesses with more than \$23 billion in annual aggregate revenue at the time of acquisition.

## II. DESIGNATED CONTACTS

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

Richard R. Cameron  
Stefanie Alfonso-Frank  
LATHAM & WATKINS LLP  
555 11<sup>th</sup> 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 Startec and Americatel:

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

As soon as practicable after receipt of all necessary regulatory approvals, and on or about March 31, 2008, the Companies will implement a *pro forma* corporate restructuring in which Startec will be merged with and into Americatel, with Americatel surviving. As a result of the merger, Startec and SGCC, its immediate parent and a holding company, will cease to exist and Americatel will become the operating telecommunications service provider in Kentucky, serving all Americatel and Startec customers. An illustrative chart describing this *pro forma* restructuring is attached hereto as Exhibit A. Upon completion of this *pro forma* corporate restructuring, Americatel will assume the customers and operations of Startec but will continue to use the Startec brand name for those customers, possibly on a co-branded basis and pursuant to a registered assumed name. Americatel will provide service to all of its customers, including those served under the Startec brand name, pursuant to its existing operating authority in Kentucky.

The Companies anticipate that this *pro forma* merger will be seamless and transparent to Startec's customers. There will be no change in the ultimate ownership or control of Americatel, which will remain with Platinum Equity, the entity that also currently controls Startec. Service will be provided using the same network, billing systems and customer service operations

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currently used by Startec. No existing service will be discontinued, reduced, or impaired as a result of the *pro forma* merger. Thus, the Transaction will cause no interruption in service to customers. In addition, Americatel will serve Startec's customers using the same rates, terms, and conditions that currently apply under Startec. Americatel intends to adopt those portions of Startec's tariffs relating to Startec's service offerings and will file a revised tariff after consummation of the transaction or as otherwise directed by the Commission.

Finally, the Companies will comply with the Federal Communications Commission's ("FCC's") rules governing the sale of a carrier's customer base, 47 C.F.R. § 64.1120(e). These rules require that every affected subscriber of Startec receive notice of the Transaction as prescribed under the FCC's rules; and that Americatel certify to the FCC that it has provided at least 30 days' written notice to each subscriber affected by this transaction, under 47 C.F.R. § 64.1120(e)(1-3).

**IV. REQUEST TO CANCEL STARTEC'S OPERATING AUTHORITY**

In connection with the Transaction, the Companies request the Commission cancel Startec's operating authority in Kentucky.<sup>1</sup> The Companies both currently hold authority to provide resold interexchange service in Kentucky. As explained above, following the Transaction, Startec will cease to exist and Americatel will assume the customers and operations of Startec. Americatel will provide service to all of its customers, including those served under the Startec brand name, pursuant to Americatel's existing operating authority in Kentucky; thereby making Startec's operating authority unnecessary. No customers will be affected by this relinquishment because, as explained above, no existing service will be discontinued, reduced, impaired or interrupted as a result of the *pro forma* merger. Accordingly, the Companies hereby request that the Commission cancel Startec's certificate in Kentucky as of the date of consummation of the Transaction, scheduled to occur on or about March 31, 2008, or as soon as practicable after receipt of all necessary regulatory approvals. The Companies will notify the Commission upon consummation of the transaction.

**V. 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 Startec and Americatel. Specifically, the Companies anticipate that the Transaction will allow them to realize significant cost savings and operational benefits. Such savings are likely to result from network integration, reduced overhead and administrative costs, synergies from information systems integration, and other sources. These cost savings and benefits will cause Americatel to become a stronger competitor in the marketplace and will allow it to continue to provide high quality and low cost telecommunications services to customers.

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<sup>1</sup> See Utility ID No. 51280000 dated June 4, 1999.

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In addition, the Transaction will strengthen competition in Kentucky by helping Americatel's business to grow and by putting Americatel in a better position to expand its service offerings. As Americatel's presence in Kentucky expands, Americatel will be better able to achieve economies of scale and scope, which will permit it to offer lower prices, maintain and improve service quality, and launch new services. As a result, Americatel will become a stronger competitor, bringing more of the well-recognized benefits of vigorous competition to telecommunications customers throughout Kentucky. Finally, the Transaction will benefit customers by permitting Americatel to integrate Startec's assets into its own services to create new, "best-of-class" offerings. In this way, the sale will ensure that the benefits Startec's customers currently enjoy remain available to them, and also may become available to Americatel's existing customers, benefiting the entire merged customer base.

## VI. CONCLUSION

Again, this letter constitutes notification to the Commission of a transaction for which the Companies believe no approval is required. In addition, in connection with the Transaction, the Companies request that the Commission cancel Startec's operating authority in Kentucky upon consummation of the Transaction. Questions regarding this letter may be directed to the undersigned.

RESPECTFULLY SUBMITTED THIS 28th day of February, 2008.

Respectfully submitted,

AMERICATEL CORPORATION  
STARTEC GLOBAL OPERATING COMPANY

By Their Counsel:



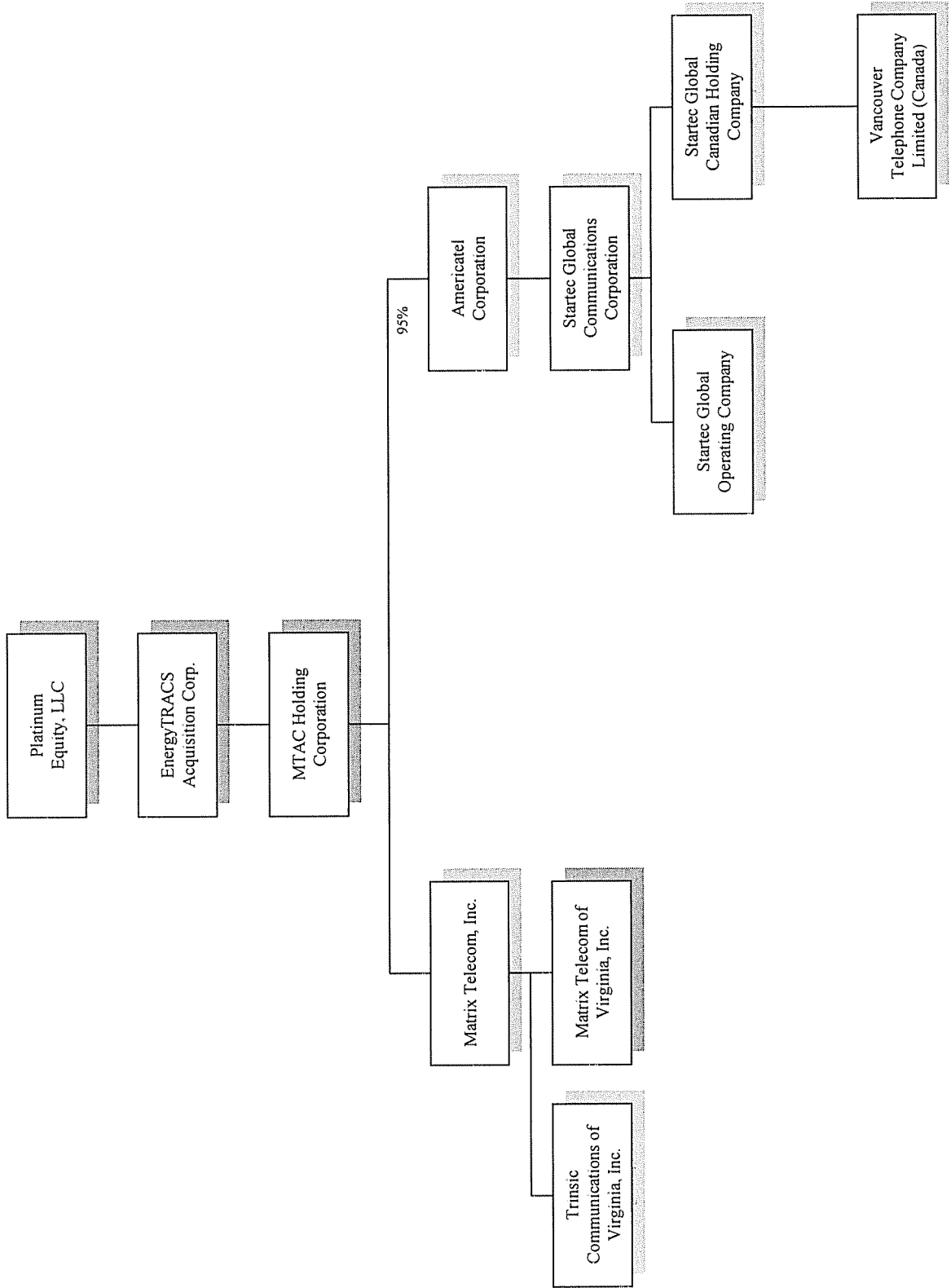
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**Exhibit A**

***Pro Forma Corporate Restructuring Charts***

**Pre-Transaction Corporate Structure of the Companies**



**Post-Transaction Corporate Structure of the Companies**

