

555 Eleventh Street, N.W., Suite 1000
Washington, D.C. 20004-1304
Tel: +202.637.2200 Fax: +202.637.2201
www.lw.com

LATHAM & WATKINS LLP

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BY FEDERAL EXPRESS

November 5, 2007

Cully Dale
Missouri Public Service Commission
200 Madison Street
Governor Office Building
Jefferson City, Missouri 65101

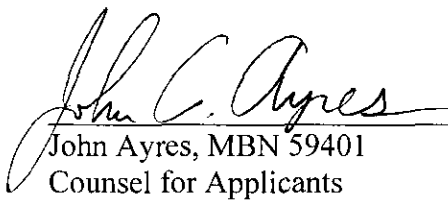
Re: Application of Startec Global Operating Company and Americatel Corporation for Approval of *Pro Forma* Restructuring

Dear Mr. Dale:

Enclosed herein for filing on behalf of Startec Global Operating Company (“Startec”) and Americatel Corporation (“Americatel,” together with Startec, the “Applicants”) please find the original and eight (8) copies of an Application seeking the Commission’s approval of a *pro forma* corporate restructuring involving the merger of the Applicants, with Americatel surviving.

Please stamp and return to me in the enclosed envelope the copy provided for that purpose. Should you have any questions regarding this filing, please contact my colleague, Stefanie Alfonso-Frank at (202) 637-1020.

Very truly yours,


John Ayres, MBN 59401
Counsel for Applicants

Attachment

**BEFORE THE
MISSOURI PUBLIC SERVICE COMMISSION**

In the Matter of the Joint Application)
of)
)
Americatel Corporation,)
and)
Startec Global Operating Company)
)
for Approval of a *Pro Forma* Merger)
)

JOINT APPLICATION

Startec Global Operating Company (“Startec”) and Americatel Corporation (“Americatel”) (collectively, “Applicants”), by their attorneys and pursuant to MRS § 392.300 and 4 CSR 240-3.525, as well as any other applicable statutes or rules, hereby respectfully request approval from the Missouri Public Service Commission (“Commission”) for a *pro forma* corporate restructuring involving the merger of the Applicants, with Americatel surviving. Applicants respectfully request that the Commission act expeditiously, to the extent necessary, to grant the approval requested before March 31, 2008, so that the Applicants may timely meet important business objectives.

To accomplish this *pro forma* merger, the Applicants further request that the Commission grant a waiver of the applicable provisions of the Commission’s regulations governing the changes to a customer’s telecommunications provider, 4 CSR 33.150 and 4 CSR 240-3.525(G), to the extent those rules are inconsistent with Federal Communications Commission’s (“FCC’s”) rules governing the sale of a carrier’s customer base, 47 C.F.R. § 64.1120(e). The Applicants will comply with the FCC’s notice and certification requirements applicable to transfers of carrier customer bases. This FCC rule ensures that all affected subscribers receive advance

notice of the planned transfer and any potential impact (none in this case) on their telecommunications services. Thus, as discussed in greater detail below, compliance with state rules is unnecessary in this case and would cause customers to receive additional, redundant notices that could cause customer confusion.

In addition, in connection with the proposed transaction, the Applicants request consent for Startec to cease operations and cancel its operating authority and tariff in Missouri, pursuant to MRS § 392.460 and 4 CSR 240-3.560, upon consummation of the proposed transaction. As explained more fully below, following the proposed transaction, Startec will cease to exist and Americatel will assume the customers and operations of Startec pursuant to Americatel's authorities to provide telecommunications services. No Customers will be affected by this relinquishment because no existing service will be discontinued, reduced, impaired or interrupted as a result of the proposed *pro forma* merger.

In support of this Application, Applicants state as follows:

I. DESCRIPTION OF THE APPLICANTS

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, as well as Canada. In Missouri, Startec is authorized to provide intrastate interexchange telecommunications services pursuant to authority granted in Case No. TA-2007-

0366 on May 16, 2007. 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 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 Missouri, Americatel is authorized to provide intrastate interexchange telecommunications services pursuant to authority granted in Case No. TA-98-315 on March 13, 1998. Based on its history of successful operations, Americatel has amply demonstrated its qualifications to serve Startec’s customers.

C. Ownership of the Applicants

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 direct subsidiary of EnergyTRACS. On or about December 31, 2007 and upon receipt of all necessary

regulatory approvals, the Applicants intend to implement a minor internal corporate reorganization that will result in Platinum Equity holding its interest in Startec indirectly through 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 70 businesses with more than \$16 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 Application 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 representatives of Startec and Americatel respectively:

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

Thomas Perez-Ducy
President and Chief Executive Officer
Americatel Corp.
4045 NW 97th. Ave.
Miami, FL 33178
(305) 717-0302 (Tel)
(305) 717-0338 (Fax)
tperez@americatel.net

III. DESCRIPTION OF THE PROPOSED TRANSACTION

The Applicants request approval for a *pro forma* corporate restructuring in which Startec will be merged with and into Americatel, with Americatel surviving.¹ 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 Missouri, 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. Americatel will provide service to all of its customers, including those served under the Startec brand name, pursuant to its existing operating authority in Missouri. Because the proposed merger is *pro*

¹ Upon receipt of all necessary regulatory approvals and on or about December 31, 2007, in an unrelated transaction, Applicants will implement a minor corporate reorganization under which 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, without affecting ultimate control of Startec by Platinum Equity. An application for consent by the Commission was not required for that *pro forma* reorganization because ultimate control of Startec was not changed and no assets were transferred in that transaction. In addition, as competitive telecommunications providers both Startec and Americatel are exempt from MRS § 392.340 (reorganizations), as specified in their Commission-issued authorizations. See Case No. TA-2007-0366 (May 16, 2007) (Startec); Case No. TA-98-315 (Mar. 13, 1998) (Americatel).

forma in nature and will result from an internal corporate restructuring, no agreement has been executed or attached in connection with the merger.

The Applicants 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 currently used by Startec. No existing service will be discontinued, reduced, or impaired as a result of the *pro forma* merger. Thus, the proposed 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.

IV. PUBLIC INTEREST STATEMENT

The proposed transaction will serve the public interest in Missouri. *First*, the proposed transaction will streamline and eliminate inefficiencies from the business and administrative operations of Startec and Americatel. Specifically, the Applicants anticipate that this 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 Missouri residents.

Second, the proposed transaction will strengthen competition in Missouri 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 Missouri 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 Missouri.

Third, 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.

Fourth, the transaction will not have any appreciable impact on the tax revenues of any political subdivision in which structures, facilities or equipment of the Applicants are located because neither Startec nor Americatel maintain any structures, facilities or equipment in Missouri.

V. REQUEST FOR CONSENT FOR STARTEC TO CEASE OPERATIONS AND CANCEL ITS OPERATING AUTHORITY IN MISSOURI

In connection with the proposed transaction, the Applicants also request consent for Startec to abandon service and cancel its operating authority and tariff in Missouri, pursuant to MRS 392.460 and 4 CSR 240-3.560 governing the discontinuance of interexchange telecommunications service and any other applicable rules or statutes. Applicants both currently hold authority to provide intrastate interexchange telecommunications services in Missouri. As explained above, following the proposed transaction, Startec will cease to exist and Americatel will assume the customers and operations of Startec. The parties will notify each of Startec's customers that Startec will cease operations at least 30 days prior to such cessation, consistent with the Commission's rules and the rules of the Federal Communications Commission. 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 Missouri; thereby making Startec's operating authority unnecessary. No Customers will be affected by this cancellation because, as explained above, no existing service will be discontinued, reduced, impaired or interrupted as a result of the *pro forma* merger, and the cancellation will be consistent with the public interest. Accordingly, Applicants hereby request Commission consent for Startec to cease operations and cancel its certificate and tariff in Missouri as of the date of closing of the proposed transaction, scheduled to occur on or before March 31, 2008.

VI. REQUEST FOR WAIVER OF RULES GOVERNING CHANGES TO CUSTOMER TELECOMMUNICATIONS PROVIDERS

In addition to approval of the *pro forma* merger and related relinquishment of Startec's operating authority, Applicants request that the Commission grant a waiver of the Commission's rules governing changes to a customer's telecommunications carriers, 4 CSR 33.150 and 4 CSR 240-3.525(G), to the extent those rules are inconsistent with the FCC's rules governing the sale of a carrier's customer base. The Applicants will comply with FCC rules requiring Americatel to certify to the FCC that it has provided at least 30 days' written notice to each customer affected by this transaction, under 47 C.F.R. § 64.1120(e)(1-3), specifically including notice of:

- (1) the date on which the acquiring carrier will become the subscriber's new provider of telecommunications service;
- (2) the rates, terms, and conditions of the service(s) to be provided by the acquiring carrier upon the subscriber's transfer to the acquiring carrier, and the means by which the acquiring carrier will notify the subscriber of any change(s) to these rates, terms, and conditions;
- (3) the fact that the acquiring carrier will be responsible for any carrier change charges associated with the transfer;
- (4) the subscriber's right to select a different preferred carrier for the telecommunications service(s) at issue, if an alternative carrier is available;

- (5) the fact that all subscribers receiving the notice, even those who have arranged preferred carrier freezes through their local service providers on the service(s) involved in the transfer, will be transferred to the acquiring carrier, unless they have selected a different carrier before the transfer date; existing preferred carrier freezes on the service(s) involved in the transfer will be lifted; and the subscribers must contact their local service providers to arrange a new freeze;²
- (6) the identity of the carrier that carrier will be responsible for handling any complaints filed, or otherwise raised, prior to or during the transfer against the selling or transferring carrier; and
- (7) The toll-free customer service telephone number of the acquiring carrier.

A waiver of inconsistent or additional Commission rules governing customer notices in this context will serve the public interest because, without such a waiver, customers would receive multiple redundant (and potentially inconsistent) notices that could cause them confusion. A waiver would also prevent duplicative expenses that would result in increased costs for the Applicants and ultimately could be transferred to customers in the form of higher prices. In addition, following the *pro forma* merger, Americatel intends to provide Startec's former customers with quality telecommunications services, without interruption or change to the rates, terms, and conditions applicable to the services they receive resulting from the acquisition.

Further, compliance with Missouri's rules governing changes to a customer's telecommunications carrier in the context of this transaction is not necessary to achieve the purpose of those rules and to ensure that all customers receive ample actual notice of the

² As required by the above FCC rule, subscribers will be notified that even those who have arranged preferred carrier freezes will be transferred to Americatel in connection with the merger. Preferred carrier freezes will not be affected by the merger, however, because Americatel will not change the Carrier Identification Codes (CIC) of the Startec subscribers it acquires through the merger. Accordingly, the requirements (i) to notify subscribers that existing freezes will be lifted and (ii) that subscribers must contact their local service provider to arrange a new freeze are not implicated by the proposed transaction.

transaction, because each and every customer will receive the notice prescribed under the FCC's rules. Finally, if the Applicants are unable to achieve compliance with the state notice requirements governing sales of customer bases prior to closing, individual customers could be at risk for interruption to their telecommunications services.

VII. CONCLUSION

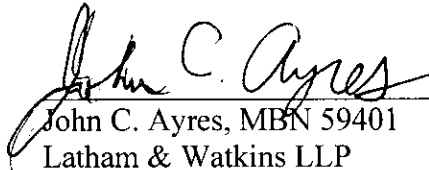
For the reasons stated above, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by granting this Application. Accordingly, Applicants respectfully request that the Commission grant *expedited* approval, to the extent necessary, for the proposed *pro forma* merger of Applicants, with Americatel surviving. The Applicants further request that the Commission grant a waiver of its rules governing changes to a customer's telecommunications carrier, to the extent those rules are inconsistent with the FCC's rules governing the sale of a carrier's customer base. In addition, the Applicants request approval for Startec to cease operations and cancel its operating authority and tariff in Missouri. Finally, the Applicants respectfully request that the Commission grant this relief before March 31, 2008, to permit them to meet important business and financial objectives.

RESPECTFULLY SUBMITTED THIS 5th day of November, 2007.

Respectfully submitted,

AMERICATEL CORPORATION
STARTEC GLOBAL OPERATING COMPANY

By Their Counsel:

A handwritten signature in black ink, appearing to read "John C. Ayres", is written over a horizontal line.

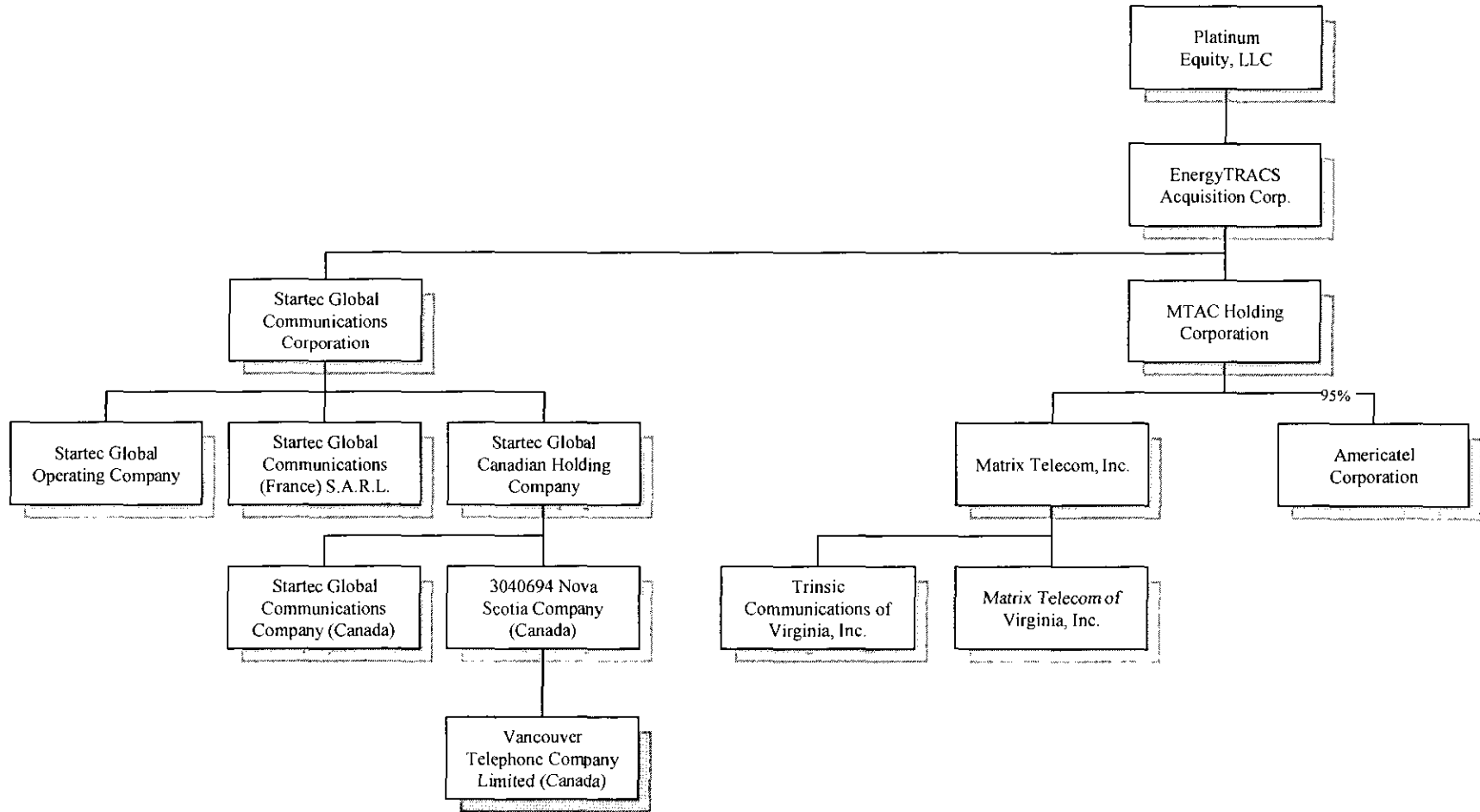
John C. Ayres, MBN 59401
Latham & Watkins LLP
233 South Wacker Drive
Chicago, IL 60606
(312) 876-6588

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

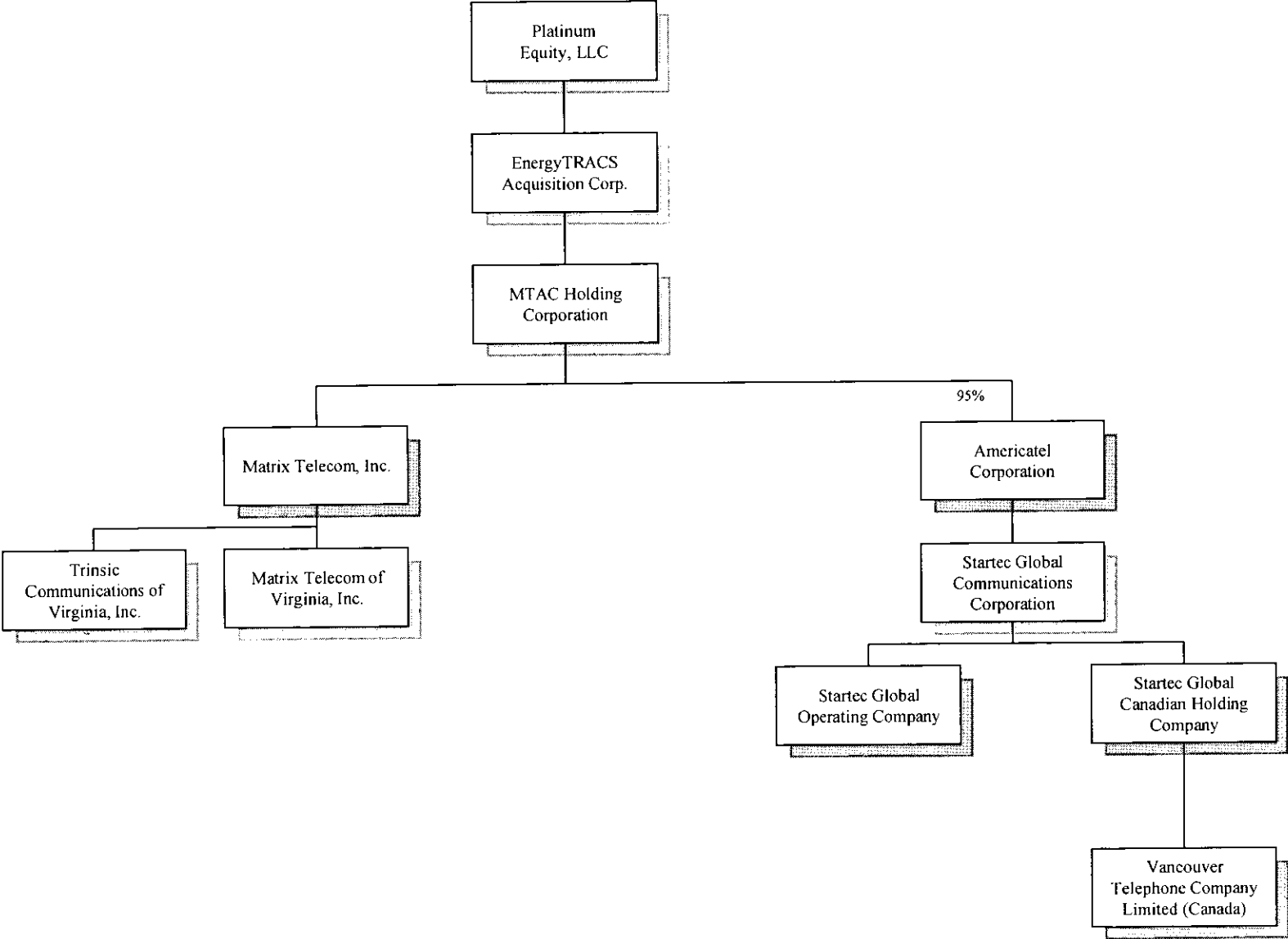
Exhibit A

Pro Forma Corporate Restructuring Charts

Pre-Transaction Corporation Structure of Applicants (current)



Pre-Transaction Corporate Structure of Applicants (as of December 31, 2007)



Post-Transaction Corporate Structure of Applicants

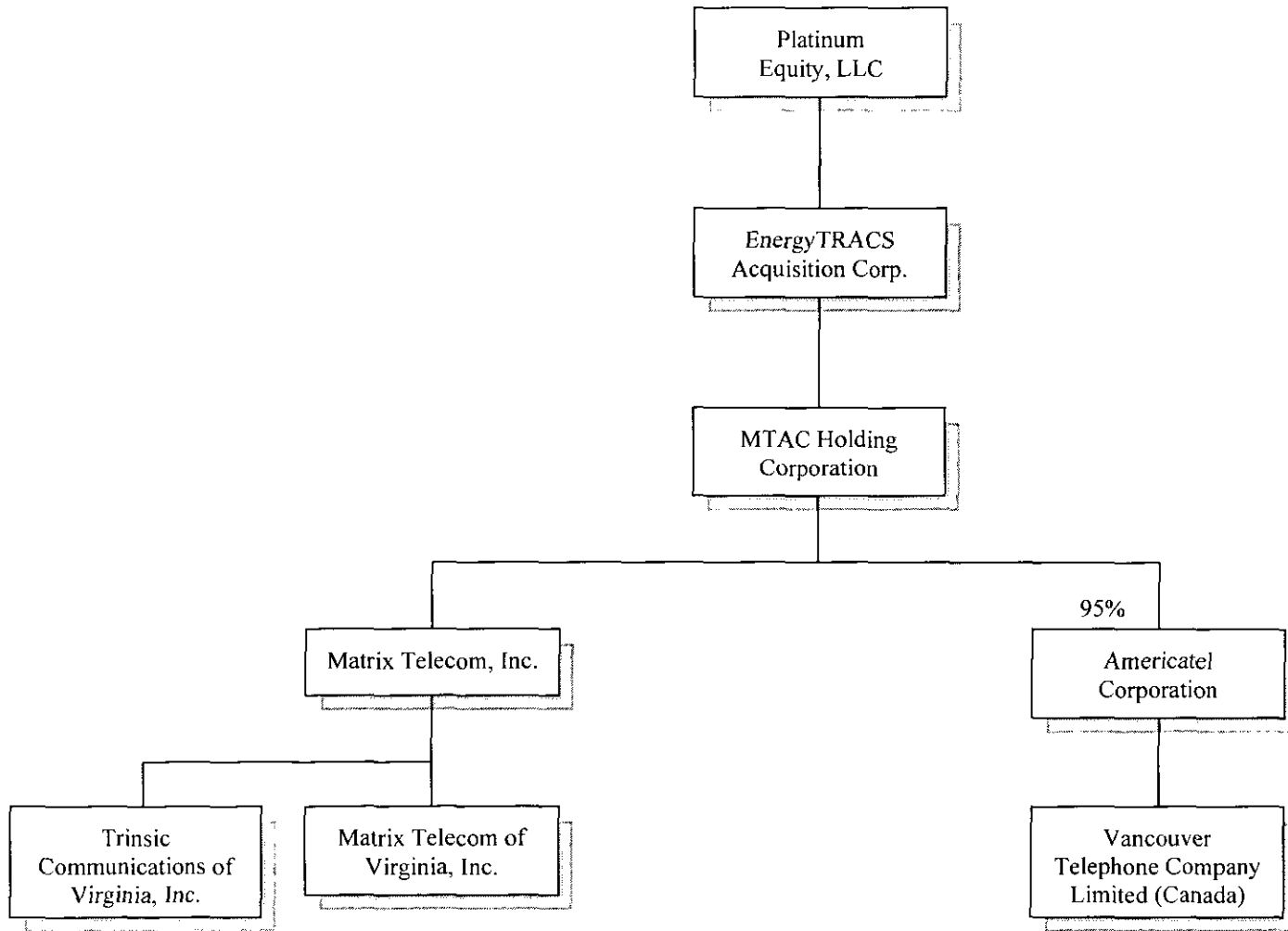


Exhibit B

Customer Notice



Thomas H. Perez-Ducy
President and Chief Executive Officer

Startec Global Operating Company
477 Peace Portal Dr., #107
Blaine, WA 98230

A Notice from Startec Global Operating Company and Americatel Corporation About Your Long Distance Telephone Service

Dear Valued Customer:

Startec Global Operating Company ("Startec") and Americatel Corporation ("Americatel") are pleased to announce that Startec and Americatel are merging their businesses. As a result of the merger, Americatel will now provide your long distance service using the same great Startec name you know and trust. The anticipated date for the merger of Startec into Americatel is March 31, 2008, or as soon thereafter as Startec and Americatel obtain the necessary regulatory approvals.

To retain your current service, you need do nothing. There will be no cost to you because Americatel will be responsible for any carrier change charges resulting from the merger, nor will the merger change your current calling plan or your rates, service features or terms and conditions. There will no be service interruption nor will your telephone number(s) change as a result of the merger. Instead, you will simply continue to receive the same services and rates that you enjoy today under your Startec plan. Additionally, although no change in your service is contemplated, you will be notified of any future changes to the rates, terms and conditions of your service in same manner as you always have – in your bill, by mail, or through other lawful means.

If you have placed a preferred carrier freeze on your account, the freeze will remain in place following the merger. We are required by law to inform you that you have the right to select a different preferred long distance carrier, if one is available. If you choose to change to a different preferred long distance carrier, you may first need to lift any freeze you may have placed on your account by calling your local telephone company.

As always, for help with any customer service, billing issue or complaint, we will continue to assist you at our Customer Service toll-free number 1.800.827.3374, before, during and after the merger.

Sincerely,

Thomas H. Perez-Ducy
President and Chief Executive Officer
Americatel Corp. Startec Global Communications

VERIFICATION

STATE OF FLORIDA

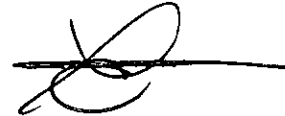
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COUNTY OF MIAMI-DADE

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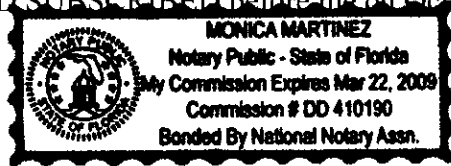
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I, Thomas Perez-Ducy, state that I am President & Chief Executive Officer of Americatel Corporation; that I am authorized to make this Verification on behalf of Americatel Corporation; and that the statements in the foregoing document are true and correct to the best of my knowledge, information and belief.



Name: Thomas Perez-Ducy
Title: President & Chief Executive Officer
Americatel Corporation

SWORN TO AND SUBSCRIBED before me on October 18th, 2007.




Notary Public

My Commission expires: March 22, 2009

VERIFICATION

STATE OF MARYLAND

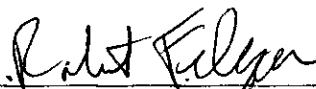
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COUNTY OF MONTGOMERY

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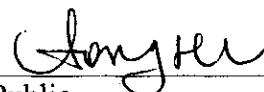
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I, Robert Felgar, state that I am General Counsel of Startec Global Operating Company; that I am authorized to make this Verification on behalf of Startec Global Operating Company; and that the statements in the foregoing document are true and correct to the best of my knowledge, information and belief.



Name: Robert Felgar
Title: General Counsel
Startec Global Operating Company

SWORN TO AND SUBSCRIBED before me on Oct. 25, 2007.



Notary Public

My Commission expires: 12/19/2010

