

services primarily to customers who place a significant number of calls to international destinations. Startec's Certificate of Good Standing from the Missouri Secretary of State is provided in **Attachment A** to this Application.

2. Currently, SGCC is jointly owned by Allied Capital Corporation (NYSE:ALD),¹ and NTFC Capital Corporation. NTFC Capital Corporation is, in turn, ultimately owned by General Electric Company (NYSE: GE).² SGCC and EnergyTRACS Acquisition Corp. ("EnergyTRACS") entered into an Agreement and Plan of Merger dated March 5, 2007 that will result in EnergyTRACS becoming affiliated with Startec. A notification concerning the resulting proposed transfer of control of Startec is being filed separately.

3. For the purposes of this Application, contacts for the Applicant are as follows:

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and

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brett.ferenchak@bingham.com

¹ Allied Capital Corporation is located at 1919 Pennsylvania Avenue, NW, Washington, D.C. 20006.

² General Electric Company is located at 3135 Easton Turnpike, Fairfield, CT 06431.

and

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Startec Global Communications Corporation
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For purposes of other Commission correspondence, consumer inquiries and complaints, the contact for the Commission is:

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Program, Training and Compliance Manager
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For purposes of referring tariff and pricing issues, the contact information is:

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B. Background Information

4. The filing of this Application is one step arising out of (1) a *pro forma* corporate restructuring; and (2) the proposed transfer of control of Startec and SGCC as a result of the transaction with EnergyTRACS.

5. On December 27, 2006, Startec Global Licensing Company (“SGLC”), an entity that was also 100% owned by SGCC and which held a Certificate granted by the

Commission,³ was merged with and into Startec, with Startec surviving. As a result of the merger, SGLC ceased to exist and Startec became the operating telecommunications service provider in Missouri. All the telecommunications assets of SGLC, including its Certificate, were transferred to Startec as a result of the merger. Upon completion of this *pro forma* corporate restructuring, Startec also assumed the customers and operations of SGLC. A chart depicting the changes effected by this *pro forma* restructuring is attached to this Application as **Attachment B**.

6. On advice of its outside consultants, Startec characterized this transaction as a change in carrier name. The Applicants now understand that Commission approval may be required for this type of *pro forma* restructuring and, therefore, Applicants have endeavored to file this Application as soon as possible after learning that Commission authorization may be required for Startec to provide telecommunications services in Missouri. Startec regrets not realizing sooner that Missouri PSC approval was required for this transaction, and apologizes to the Commission for its oversight.

7. Startec emphasizes that the *pro forma* restructuring has not resulted in confusion or inconvenience to its customers or any change in the services that they receive. The change was undertaken to streamline and eliminate inefficiencies from the business and administrative operations of SGLC and Startec. The transaction, which resulted in a change in the entity providing telecommunications service in Missouri, was strictly *pro forma* in nature and did not adversely affect the provision of telecommunications services in Missouri. There was no change in the ultimate ownership

³ SGLC held a Certificate of Service Authority in Missouri to provide intrastate interexchange telecommunications services granted by the Commission in Case No. TA-99-226 (Order issued February 3, 1999, effective February 13, 1999) (the "Certificate").

or control nor in the management or day-to-day operations in Missouri as a result of the transaction. SGLC had officers and directors that were identical to those of Startec. Service is provided using the same network, billing systems and customer service operations used by SGLC. All of SGLC's employees continue to be employees of Startec, and thus, Startec's highly qualified management team will continue to manage the provision of service to customers.

8. In addition, customers are provided service pursuant to a Customer Service Agreement posted on Startec's website and tariffs that offer all of the services offered by SGLC, as applicable, under the same rates, terms, and conditions. Startec is filing a proposed tariff adoption notice with this Application.

9. A Motion for Expedited Treatment will be filed pursuant to 4 CSR 240-2.080(16).

C. Qualifications

10. Startec is extremely well qualified to provide telecommunications services in Missouri. The company has firmly established itself as a leading multinational carrier, routing nearly one billion minutes of traffic per year. The company provides innovative, affordable, convenient and easy-to-use telephone, Internet and communications services. The company's technology assets include an extensive network of IP gateways, international gateways, domestic switches and ownership in undersea fiber optic cables.

11. Startec has the financial ability to continue providing the telecommunications services previously provided by SGLC. Startec also has the managerial and technical resources necessary to operate the Startec business in Missouri. As noted above, Startec has the same management team as SGLC, the entity originally authorized to operate in

Missouri. Startec has assured the continued and uninterrupted provision of service pending regulatory approvals.

D. Description of Services

12. Startec seeks authority to provide intrastate interexchange telecommunications services throughout the State of Missouri. Therefore, Startec seeks statewide authority.

13. Startec will provide all services currently offered by SGLC, and seeks authority that mirrors the authority currently held by SGLC.⁴

14. Applicant acknowledges 4 CSR 240-3.510(1)(C), which requires that a tariff must be filed with the Commission and approved before service can be provided. Startec intends to adopt the current, effective tariffs of SGLC. Attached hereto as **Attachment C** is a copy of Startec's proposed tariff sheet adopting SGLC's current tariff. Upon certification, Startec will file a replacement tariff with the Commission which will mirror SGLC's tariffs on file with the Commission.

15. Approval of this Application will allow the *pro forma* restructuring to be completely transparent to Missouri customers and the adoption of SGLC's tariffs will assist in accomplishing that objective. Startec will continuously monitor and maintain a high level of control over its network on a 24-hours-a-day, 7 days-a-week basis.

16. Startec will not unjustly discriminate among its subscribers, as prohibited by Section 392.200 RSMo.

17. Startec does not have any pending action or final unsatisfied judgments or decisions against it from any state or federal agency or court that involve customer service

⁴ See MoPSC Case No. TA-99-226 (Order issued February 3, 1999, effective February 13, 1999).

or customer rates, which action, judgment or decision has occurred within three (3) years of the date of this Application.

18. Since Startec is requesting certification as a new carrier, no annual reports or fees are overdue. No annual reports or fees are overdue for SGLC.

E. Classification as a Competitive Company

19. Startec also requests that it, and all its services proposed herein, be classified as competitive, pursuant to Sections 392.361.2 and 392.361.3 RSMo., and be subject to the accompanying reduced regulation, pursuant to Section 392.420 RSMo. Startec believes that the highly-developed state of the interexchange telecommunications services market in Missouri and nationally ensures that its proposed services will be subject to sufficient competition to warrant a less rigorous degree of regulation.

20. Applicant respectfully requests that the Commission suspend, waive, or modify the application of the following rules and statutory provisions consistent with the Commission's treatment of other competitive carriers:

Statutes

- | | | |
|--------------|---|--|
| § 392.210.2 | - | Uniform system of accounts |
| § 392.240(1) | - | Rates - Average return on investment. |
| § 392.270 | - | Property valuation. |
| § 392.280 | - | Depreciation accounts. |
| § 392.290 | - | Issuance of stocks and bonds. |
| § 392.300.2 | - | Acquisition of stock |
| § 392.310 | - | Issuance of stock. |
| § 392.320 | - | Stock dividends. |
| § 392.330 | - | Issuance of securities, debts and notes. |
| § 392.340 | - | Reorganizations |

Regulations

- | | | |
|------------------|---|------------------------------|
| 4 CSR 240-10.020 | - | Depreciation of fund income. |
| 4 CSR 240-30.040 | - | Uniform System of Accounts |

21. The above-referenced statutory provisions and regulations have been waived with regard to other competitive carriers. These statutory provisions or regulations are principally designed to apply to noncompetitive telecommunications carriers. It would be inconsistent with the goal and purpose of Section 392.530 RSMo. to apply them to a competitive telecommunications carrier such as Applicant.

22. Startec will comply with all orders and regulations of the Commission applicable to providers of competitive interexchange telecommunication services except those that are specifically waived by the Commission.

23. To the extent that the Commission may modify its current waiver policies, Startec reserves the right to amend its waiver requests accordingly.

F. Public Interest Considerations

24. By granting the certificate requested in this Application, the Commission will be taking steps to (1) ensure that *pro forma* restructuring will be virtually transparent to SGLC's former customers; and (2) allow Startec to remain a strong competitor in the telecommunications market, thus assuring that the benefits of competition generated by SGLC's presence will not be lost to consumers.

25. Failure to approve this Application will harm the public interest. Not only would failure to approve the Application result in the inability of customers to continue to receive their "Startec" services, it would also result in the diminution of competition in Missouri. Indeed, absent Commission approval, Startec and its corporate parent, SGCC, may be unable to timely consummate a transfer of control of SGCC and its subsidiaries,

including Startec, to new investors, and thus provide Startec increase financial viability through new ownership by that transaction.⁵

V. CONCLUSION

For the reasons stated above, Applicant respectfully submits that the public interest, convenience, and necessity would be furthered by a grant of this Application for a Certificate of Service Authority to provide intrastate interexchange telecommunications services, classify Startec and its proposed services as competitive, and grant a waiver of the statutes and regulations referenced above. Further, the public interest would be furthered by grant of Startec's request for adoption of SGLC's current effective tariffs on file with the Commission. As will be described in a Motion for Expedited Treatment, and in light of the exigent circumstances and, in particular the need to ensure continuity of service to existing customers, Applicant respectfully requests that the Commission approve this Application on a schedule which will permit Startec and SGCC to complete the entire transfer of control no later than May 16, 2007. Therefore, Applicant requests that an order approving this Application be issued not later than May 6, 2007 (effective not later than May 16, 2007).

⁵ SGCC and EnergyTRACS Acquisition Corp. ("EnergyTRACS") entered into an Agreement and Plan of Merger dated March 5, 2007 that will result in EnergyTRACS becoming affiliated with Startec. A notification concerning the proposed transfer of control is being filed separately.

WHEREFORE, Startec Global Operating Company respectfully requests that the Commission: (1) grant it certificate of service authority to provide intrastate interexchange telecommunications services within the State of Missouri; (2) grant Applicant and its proposed services competitive status; (3) waive the application of the above-referenced statutes and Commission rules; and (4) approve its adoption of the tariff of Startec Global Licensing Company, as discussed above.

Respectfully submitted,

/s/ William D. Steinmeier

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Myoung0654@aol.com

Attorneys for Startec Global Operating
Company

Dated: March 29, 2007

Attachments

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing document has been served electronically on the General Counsel's Office and the Office of the Public Counsel this 29th day of March 2007.

/s/ William D. Steinmeier

William D. Steinmeier

LIST OF ATTACHMENTS

Attachment A	Certificate of Good Standing of Startec
Attachment B	Corporate Structure Chart
Attachment C	Proposed Tariff Adoption Notice
Verification	

Attachment A

Certificate of Good Standing of Startec

STATE OF MISSOURI



Robin Carnahan
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING

I, ROBIN CARNAHAN, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

STARTEC GLOBAL OPERATING COMPANY

using in Missouri the name

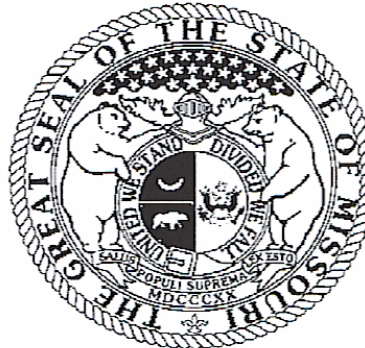
**STARTEC GLOBAL OPERATING COMPANY
F00458025**

a DELAWARE entity was created under the laws of this State on the 13th day of July, 1998, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 16th day of March, 2007

A handwritten signature in cursive script that reads "Robin Carnahan".

Secretary of State

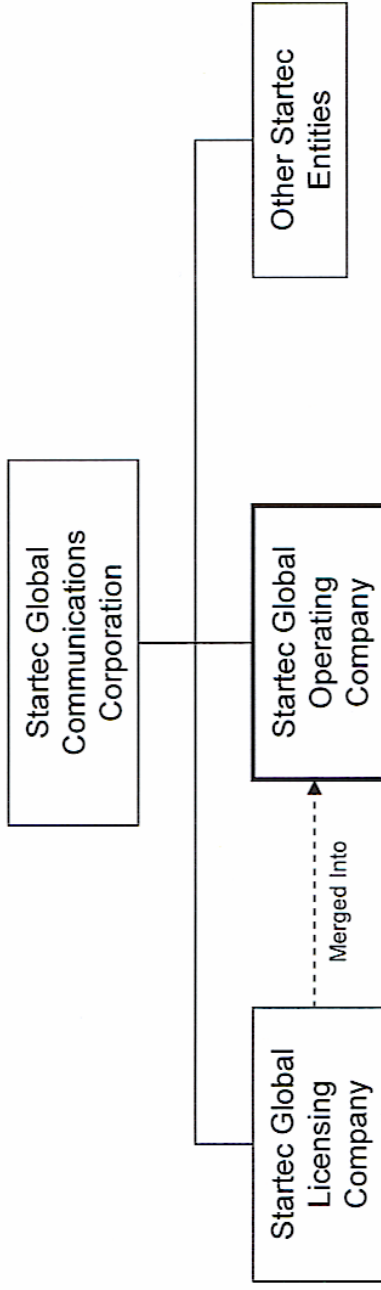


Certification Number: 9526646-1 Reference:
Verify this certificate online at <http://www.sos.mo.gov/businessentity/verification>

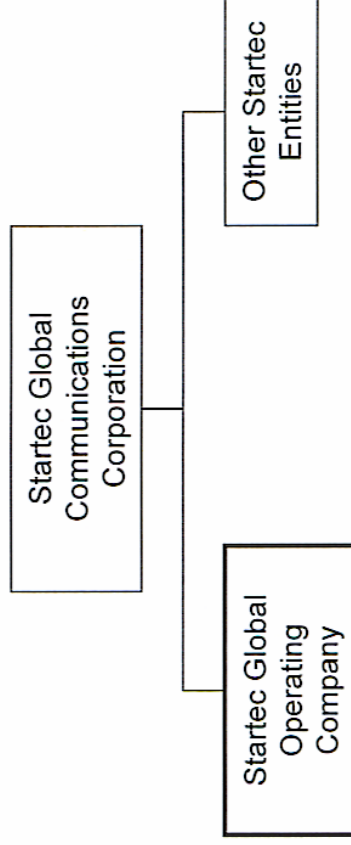
Attachment B

Corporate Structure Chart

Pre-Pro Forma Restructuring of Startec



Post-Pro Forma Restructuring of Startec



Attachment C

Proposed Tariff Adoption Notice

ADOPTION NOTICE

Pursuant to the Order of the Missouri Public Service Commission, issued in Case Nos. **XXX** and **XXX**, Startec Global Operating Company was authorized to provide intrastate interexchange services and to merge with Startec Global Licensing Company.

Startec Global Operating Company hereby adopts, ratifies, and makes its own, in every respect as if the same had been originally filed by it, all schedules, rules, notice concurrences, schedule agreements, division, authorities or other instruments whatsoever, filed with the Missouri Public Service Commission, by Startec Global Licensing Company prior to the effective date of the Commission's Orders issued in Case Nos. **XXX** and **XXX**, including P.S.C. MO. No. 1.

By this notice, Startec Global Operating Company also adopts and ratifies all supplements or amendments to any of the above schedules, etc. which Startec Global Licensing Company has heretofore filed with the Commission.

Issued: March __, 2007

Effective: March __, 2007

Issued by: Nathan Weinman
Program, Training and Compliance Manager
Startec Global Operating Company
7361 Calhoun Place, Suite 650
Rockville, MD 20855

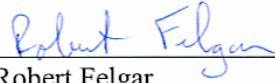
Verification

STATE OF MARYLAND
COUNTY OF MONTGOMERY

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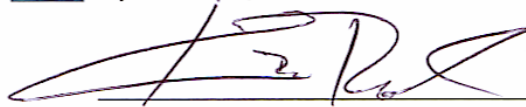
VERIFICATION

I, Robert Felgar, state that I am General Counsel and Secretary of Startec Global Operating Company; that I am authorized to make this Verification on behalf of Startec Global Operating Company; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



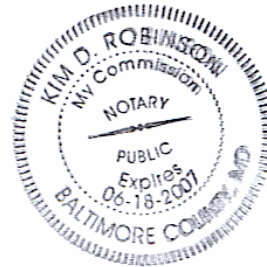
Robert Felgar
General Counsel & Secretary
Startec Global Operating Company

Sworn and subscribed before me this 15th day of March, 2007.



Notary Public

My commission expires 6/18/07



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