

**LATHAM & WATKINS** LLP

**BY FEDERAL EXPRESS**

September 19, 2007

Mr. Reese McAlister  
Executive Secretary  
Georgia Public Service Commission  
244 Washington Street SW  
Atlanta, GA 30334-5701

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**Re: Joint Petition of Matrix Telecom, Inc., Americatel Corporation, and Startec Global Operating Company for Approval of Certain Financing Arrangements**

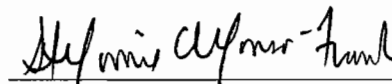
Dear Mr. McAlister:

Enclosed herein for filing on behalf of Matrix Telecom, Inc. ("Matrix"), Americatel Corporation ("Americatel"), and Startec Global Operating Company ("Startec") (collectively, "Petitioners") please find the original and fifteen (15) copies of a Joint Petition seeking the Commission's *expedited* approval, to the extent necessary, to participate in certain debt financing arrangements as set forth in the Petition. Also enclosed is a disk containing the Joint Petition.

Exhibit B to Petitioners' filing is being provided under seal, in accordance with Commission practice. As detailed in the motion for **confidential treatment** attached, this Exhibit contains trade secrets. As explained more fully in the motion, these exhibits contain financial data, commercially sensitive and competitively significant information for Petitioners. This type of data is not normally made available to the public. Moreover, given the competitive nature of the telecommunications market, public disclosure of these documents would likely provide competitors with information that could be used in the market against Petitioners. Therefore, Petitioners respectfully request that Exhibit B be accorded confidential treatment and not be made a part of the public record in this proceeding or otherwise disclosed to the public.

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 do not hesitate to contact me at (202) 637-1020.

Very truly yours,



Stefanie Alfons-Frank  
Counsel for Petitioners

Attachment

**BEFORE THE  
PUBLIC SERVICE COMMISSION  
OF GEORGIA**

In the Matter of the Joint Petition	)
of	)
	)
<b>Matrix Telecom, Inc.,</b>	)
<b>Americatel Corporation,</b>	)
and	)
<b>Startec Global Operating Company</b>	)
	)
for Approval of Certain Financing	)
Arrangements	)
	)

**PETITION**

Matrix Telecom, Inc. ("Matrix"), Americatel Corporation ("Americatel"), and Startec Global Operating Company ("Startec") (collectively, "Petitioners"), by their attorneys, hereby respectfully request that the Public Service Commission of Georgia ("Commission") grant *expedited* approval under O.C.G.A. § 46-2-28, to the extent it may be necessary, as well as any other applicable statutes or rules, for certain debt financing arrangements, pursuant to a Commitment Letter and Term Sheet (together, "Loan Documents") dated September 6, 2007, among Petitioners, MTAC Holding corporation ("MTAC," the immediate parent of Matrix and Americatel), Matrix Telecom of Virginia, Inc., Trinsic Communications of Virginia, Inc., Startec Global Communications Corporation ("SGCC," the immediate parent of Startec), Startec Global Canadian Holding Company ("Canada Holdco"), EnergyTRACS Acquisition Corp. ("EnergyTRACS"), and HBK Investments L.P. and/or one of its affiliates (including PCRL III Investments L.P.) ("HBK" or "Lender," the Administrative Agent and Lender).

Under the Loan Documents, Petitioners will refinance a certain existing credit agreement described more fully below with an amended and restated credit agreement anticipated by the

Loan Documents (“A&R Credit Agreement”) payable at a period more than twelve months after the date thereof. The amended and restated credit facility will keep in place the existing obligations of Matrix and Americatel under its current credit agreement and provide additional term loans to permit Startec and certain of its affiliates to refinance their current obligations under their existing term loan. Collectively, the total loans under the A&R Credit Agreement will equal in total dollars the Petitioners’ current existing credit facilities, but Petitioners will all become jointly and severally liable co-borrowers under the amended and restated arrangement—the effectiveness of which will be conditioned upon, among other things, receipt all of the necessary regulatory approvals. Petitioners (and certain of their affiliates) will pledge their assets as collateral for the debt. Additionally, the parents of the Petitioners will pledge the stock of the Petitioners to secure their and their subsidiaries’ obligations in connection with the A&R Credit Agreement and related Loan Documents. In addition, MTAC and all of MTAC’s present and future indirect and direct subsidiaries that are not borrowers under the Loan Documents, and SGCC and all of SGCC’s present and future indirect and direct subsidiaries that are not borrowers under the Loan Documents, will guarantee the debt. Finally, Startec will implement a minor internal corporate reorganization required by the Loan Documents and resulting in a *pro forma* transfer of control of Startec. To the extent that any of these actions may require approval pursuant to O.C.G.A. § 46-2-28 or any other Georgia statute, Petitioners seek such approval.

## **I. OVERVIEW**

### **A. Requested Approvals**

As described more fully below, Petitioners request that the Commission authorize them (i) to issue debt payable at a period more than twelve months after the date thereof; (ii) to encumber their assets both within and without the state of Georgia as collateral for such debt; and (iii) to have their stock pledged as further collateral for such debt.

## **B. Proposed Transaction**

Matrix and Americatel, on the one hand, and Startec, on the other, are currently borrowers under separate credit agreements with the Lender. First, Matrix and Americatel are parties to a Credit Agreement dated September 14, 2006 among Matrix, Americatel, EnergyTRACS (as parent), and PCRL III Investments L.P. (as Administrative Agent and Lender) (“Matrix and Americatel Credit Agreement”).<sup>1</sup> Pursuant to this Credit Agreement, Matrix and Americatel act as jointly and severally liable co-borrowers for debt obligations of up to \$90 million—consisting of a \$40 million term loan and up to \$50 million in revolving credit. Under the terms of the agreement, Matrix and Americatel have pledged all of their assets as collateral for this indebtedness (other than certain operating authorities) and have had their stock pledged as further collateral.

Second, Startec is a jointly and severally liable co-borrower with its immediate parent, SGCC, and its affiliate, Canada Holdco, under a different Credit Agreement (the “Startec Credit Agreement”) dated July 12, 2007 among SGCC, Soap Merger Corporation, Canada Holdco, Startec, and HBK Investments L.P. and/or one of its affiliates (including PCRL III Investments L.P.) (“HBK” or “Lender,” the Administrative Agent and Lender). The Startec Credit Agreement provides for debt obligations of up to \$43 million—consisting of a \$40 million term loan and up to a \$3 million delayed draw term loan. Startec’s ultimate parent, Platinum Equity guarantees the debt. The Startec Credit Agreement is limited to a maximum term of 270 days from July 12, 2007, and will therefore mature on April 8, 2008.

Pursuant to the Loan Documents, the A&R Credit Agreement is structured as follows:  
The obligations of Matrix and Americatel under the Matrix and Americatel Credit Agreement

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<sup>1</sup> The obligations of EnergyTRACS under the Matrix and Americatel Credit Agreement have been assumed by MTAC.

will continue under the A&R Credit Agreement, and Startec will be joined to the A&R Credit Agreement. The existing obligations under the Startec Credit Agreement will be refinanced with a portion of the proceeds of the new loans under the amended credit facility. Petitioners will act as jointly and severally liable co-borrowers for debt obligations equal to the current obligations and up to \$120 million, consisting of a \$71.5 million term loan and up to \$48.5 million in revolving credit.

In preparation for the new financing arrangement, and as required by the Lender, the Petitioners will engage in a minor corporate reorganization, resulting in a *pro forma* change of control of Startec. Specifically, Startec's immediate parent company, SGCC, will become a direct subsidiary of Americatel, and all of 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 by Platinum Equity, LLC ("Platinum Equity") will not change as a result of this minor corporate reorganization.

In support of this Application, Petitioners provide the following information:

## **II. THE COMPANIES**

### **A. Matrix**

Matrix is a Texas corporation with principal offices located at 7171 Forest Lane, Suite 700, Dallas, Texas 75230, tel. (214) 432-1447. Established in 1991, Matrix is a competitive provider of integrated communications services including local, 1+ long distance and toll-free voice services plus a wide range of data services, such as dedicated Internet access, frame relay and point-to-point transmission services, chiefly to enterprise customers. Matrix is authorized to provide service in all 50 states and the District of Columbia. In Georgia, Matrix is authorized to provide (i) facilities based local exchange telecommunications services pursuant to authority

issued in Docket No. 20457-U (February 19, 2007), (ii) resold local exchange telecommunications services pursuant to authority issued in Docket No. 20457-U, Certificate No. L-0388 (May 2, 2005), and (iii) resold interexchange telecommunications service pursuant to Certificate No. R-067 (October 6, 1992). Matrix is also authorized to provide facilities-based and/or resold interexchange and/or competitive local exchange telecommunications services across the nation. The financial condition of Matrix is detailed in its financial statements attached as Exhibit B filed under seal. These financial statements supplement the materials Matrix previously submitted in support of its January 5, 2007 application to expand its certificate to provide facilities-based local exchange services, granted by the Commission in Docket No. 20457-U on February 19, 2007.

**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 Georgia, Americatel is authorized to operate as a reseller of interexchange telecommunications services, per certificate of authority number R-502, issued in Docket No. 8557-U, Order No. 20009 (February 4, 1999). The financial condition of Americatel is detailed in its most current audited financial statements, attached as Exhibit B filed under seal.

**C. 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 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 Georgia, Startec holds Resale Certificate No. R-0577 to provide resold interexchange telecommunications services and AOS Certificate No. A-0159 to provide alternative operate services.<sup>2</sup> Petitioner provides its services primarily to customers who place a significant number of calls to international destinations. The financial condition of Startec is detailed in its most current audited financial statements, attached as Exhibit B filed under seal.

#### **D. Ownership of the Petitioners**

Platinum Equity, a limited liability company formed under the laws of Delaware and headquartered in Beverly Hills, California, has indirectly held 100 percent of the equity of Matrix since 1999, and 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 60 businesses with more than \$12 billion in aggregate revenue at the time of acquisition. Platinum Equity currently holds its interests in Matrix and Americatel through its wholly-owned subsidiary, MTAC.

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<sup>2</sup> These certificates were originally granted to Startec, Inc. in Docket No. 7616 on January 18, 2000. The certificates were subsequently transferred to Startec Global Licensing Company ("SGLC"), a former sister company of Startec. Through a *pro forma* restructuring by which Startec and SGLC merged with Startec surviving, Startec became the holder of the Certificates, *See* Docket No. 7616-U, Order No. 102316 (May 17, 2007).

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 holds this interest through two wholly owned holding subsidiaries, EnergyTRACS, a Delaware corporation, and SGCC, which is a direct subsidiary of EnergyTRACS.

### **III. 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 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](mailto:richard.cameron@lw.com)  
[stefanie.alfonso-frank@lw.com](mailto:stefanie.alfonso-frank@lw.com)

Copies of any correspondence should also be sent to the following designated representatives of Matrix, Americatel, and Startec respectively:

Scott Klopach  
Vice President of Regulatory Affairs and General Counsel  
Matrix Telecom, Inc.  
7171 Forest Lane, Suite 700  
Dallas, Texas 75230  
(214) 432-1468 (Tel)  
(214) 432-1576 (Fax)  
[sklopach@matrixvalue.com](mailto:sklopach@matrixvalue.com)



Victor A. Lago  
Vice President & General Counsel  
Americatel Corporation  
4045 N.W. 97th Avenue  
Miami, Florida 33178  
(305) 717-0299 (Tel)  
(305) 716-8833 (Fax)  
vlago@americatel.net

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

#### **IV. DESCRIPTION OF THE PROPOSED TRANSACTION**

Petitioners seek authority to amend, restate and refinance certain existing debt financing arrangements with an amended and restated credit facility and new loans payable at a term of more than one year and equal in total dollar debt to the existing credit facilities. Petitioners (and certain of their affiliates) will pledge their assets as collateral for the debt. Additionally, the parents of the Petitioners will pledge the stock of the Petitioners to secure their and their subsidiaries' obligations in connection with the A&R Credit Agreement and related Loan Documents. Petitioners will all be jointly and severally co-borrowers and the credit facility will be guaranteed by certain subsidiaries and parents, as described below. In support of these requests, Petitioners state as follows:

##### **A. Issuance of Debt**

Pursuant to the A&R Credit Agreement, the Petitioners will amend, restate, and refinance certain existing debt obligations with a new credit facility equal in total dollars to the existing

arrangements. As described above, Matrix and Americatel, on the one hand, and Startec, on the other, are each currently parties to a separate credit agreement with the Lender.

First, under the Matrix and Americatel Credit Agreement, Matrix and Americatel are jointly and severally liable co-borrowers for debt obligations of up to \$90 million—consisting of a \$40 million term loan and up to \$50 million in revolving credit. Under the terms of that agreement, Matrix and Americatel have pledged all of their assets as collateral for this indebtedness (other than certain operating authorities) and have had their stock pledged as further collateral.

Second, under the Startec Credit Agreement, Startec is a jointly and severally liable co-borrower with its immediate parent, SGCC, and its affiliate, Canada Holdco for debt obligations of up to \$43 million—consisting of a \$40 million term loan and up to a \$3 million delayed draw term loan. Startec's ultimate parent, Platinum Equity guarantees this debt. The Startec Credit Agreement is limited to a maximum term of 270 days from July 12, 2007, and will therefore mature on April 8, 2008.

Under the Loan Documents and the A&R Credit Agreement, which will be implemented upon receipt of all necessary regulatory approvals, Petitioners will become jointly and severally liable co-borrowers for debt obligations of up to \$120 million, consisting of a \$71.5 million term loan and a \$48.5 million revolving credit facility. The obligations of Matrix and Americatel under the Matrix and Americatel Credit Agreement will continue under the A&R Credit Agreement, and Startec will join the A&R Credit Agreement. The existing obligations under the Startec Credit Agreement will be refinanced with the proceeds of a portion the new credit facility. No prepayment premiums under the Matrix and Americatel Credit Agreement or the Startec Credit Agreement will be charged in connection with the execution of the A&R Credit

Agreement. Petitioners (and certain of their affiliates) will pledge their assets as collateral for the debt. Additionally, the parents of the Petitioners will pledge the stock of the Petitioners to secure their and their subsidiaries obligations in connection with the A&R Credit Agreement and related Loan Documents. In addition, this debt will be guaranteed by MTAC and all of MTAC's present and future indirect and direct subsidiaries that are not borrowers pursuant to the Loan Documents and SGCC and all of SGCC's present and future indirect and direct subsidiaries that are not borrowers pursuant to the Loan Documents, all of which are affiliates of Petitioners. This structure will remain in place through the maturity date of the Loan Agreement, which is 5 years from the date of closing.

If the necessary regulatory approvals have not been secured by April 8, 2008, the current Startec Credit Agreement will mature and Startec will be required to repay the full amount of that current financing.

The terms of each Financing is expected to be substantially as follows:

**Funding Providers:** HBK and/or one of its affiliates (including PCRL III Investments L.P.) and/or such other lenders designated by HBK.

**Amount:** \$120 million. This consists of a \$71.5 million term loan and up to a \$48.5 million revolving credit facility.

**Maturity:** Five years from the date of closing, which the parties anticipate will be no later than April 8, 2008—the date of maturity of the existing Startec Credit Agreement.

**Interest:** The interest rate in the arrangement will be in line with market conditions and the terms of the arrangements are equivalent to those offered for other, similarly-situated borrowers.

**Security:** Like the existing debt under the Matrix and Americatel Credit Agreement, this debt will be guaranteed by MTAC and all of MTAC's present and future indirect and direct subsidiaries that are not borrowers pursuant to the Loan Documents. Also, SGCC and all of SGCC's present and future indirect and direct subsidiaries that are not borrowers pursuant to the Loan Documents, all of which are affiliates of Petitioners, will also guarantee this debt. In addition, Petitioners will pledge their assets as collateral for the debt, and the parents of the Petitioners will pledge the stock of the Petitioners to secure their and their subsidiaries obligations in connection with the A&R Credit Agreement and related Loan Documents.

**Use of Proceeds:** Any exiting loans outstanding under the Matrix and Americatel Credit Agreement will remain outstanding under the A&R Credit Agreement. Any additional advances and term loans will be used to (i) refinance the obligations owing under the Startec Credit Agreements, (ii) fund certain fees and expenses associated with the new credit facility, and (iii) finance the ongoing working capital, capital expenditures, and general corporate needs of Petitioners.

#### **B. Corporate Reorganization**

In preparation for the implementation of the Loan Documents, described above, 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. This minor corporate reorganization, which is required by the Loan Documents, will minimize the effect of the debt on other unregulated

subsidiaries of EnergyTRACS. Ultimate control of Startec will not change and will remain with Platinum Equity.<sup>3</sup>

## **V. PUBLIC INTEREST ANALYSIS**

Approving the proposed transaction will serve the public interest by enabling Petitioners to better utilize their available funds, to introduce new services, expand into new markets and to allow more consumers to benefit from competitive services more quickly and efficiently. Further, approving these financing arrangements will actively serve the public interest in promoting competition among telecommunications carriers because Petitioners will have the opportunity to strengthen their competitive position through access to greater financial resources. Petitioners will have a greater ability to bring high-quality competitive telecommunications services to consumers in Georgia.

The terms and conditions of the Loan Documents as described are advantageous to Petitioners, because Petitioners' combined financial resources and negotiating strength allowed them to obtain more advantageous financial terms than any would have been able to obtain independently, and the Loan Agreement is the result of extensive negotiations in a highly-competitive financing market.

Matrix, Americatel, and Startec all compete in Georgia and other markets with numerous other interexchange carriers and enhanced service providers as well as the incumbent local exchange carrier and other competitive local exchange carriers. Petitioners are non-dominant carriers, and are not subject to rate of return regulation. In addition, because of the highly

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<sup>3</sup> Because ultimate control of Startec by Platinum Equity will not change, Petitioners understand that no approval by the Commission will be required for this minor corporate reorganization. To the extent that this reorganization does, in fact, require approval from the Commission, Petitioners hereby request such approval.

competitive environment in which all of the companies operate, the rates charged to customers are subject to market discipline and the services offered generally are available from numerous other carriers. As a result, the source of funds and capital structure of Matrix, Americatel, and Startec would have little effect on customers in Georgia or elsewhere. In the unlikely event that the capital structure for any of the companies becomes too costly and rates rise, customers may simply migrate to other carriers with preferred rates. Thus, any adverse consequences from the financing decisions impact shareholders, not customers, and any favorable consequences benefit both its shareholders and consumers through higher profits, lower rates, and better services.

Moreover, because the public interest is best served by assuring the presence of numerous telecommunications competitors in Georgia, it is important to provide such competitors with the flexibility to arrange financing in the manner they deem most appropriate to carry on business so long as there is no adverse impact on the public. To deny such flexibility would discourage new competitors from entering the state and would encourage existing competitors in the state to seek a more favorable regulatory environment elsewhere, neither of which would enhance the public interest. Given the challenges facing competitive telecommunications carriers, the availability of funds to Petitioners in this manner would benefit consumers in Georgia.

Finally, these financing arrangements will be transparent to consumers and consumers will benefit from the continued receipt of quality telecommunications services that are priced competitively. The proposed financing arrangements will not change Petitioners' ownership, management or day-to-day operations in Georgia. Matrix, Americatel, and Startec will all continue to provide competitive resold telecommunications services to their customers in Georgia, and the financings will not require any changes in rates, terms, conditions of service as

a result of the proposed transaction. Platinum Equity will maintain ultimate control over Petitioners.

## VI. CONCLUSION

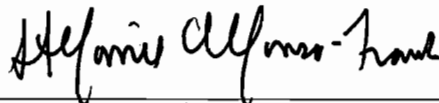
For the reasons stated above, Petitioners respectfully submit that the public interest, convenience and necessity would be furthered by granting this Application. Accordingly, Petitioners respectfully request that the Commission grant *expedited* approval, to the extent necessary, for the issuance of debt, the encumbrance of their Georgia assets, and the pledge of Petitioners' stock, in connection with their participation in those financing arrangements described herein and further relief as the Commission may deem appropriate.

RESPECTFULLY SUBMITTED THIS 19<sup>th</sup> day of September, 2007.

Respectfully submitted,

MATRIX TELECOM, INC.  
AMERICATEL CORPORATION  
STARTEC GLOBAL OPERATING COMPANY

By Their Counsel:



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

**BEFORE THE  
PUBLIC SERVICE COMMISSION  
OF GEORGIA**

In the Matter of the Joint Petition	)
of	)
	)
<b>Matrix Telecom, Inc.,</b>	)
<b>Americatel Corporation,</b>	)
and	)
<b>Startec Global Operating Company</b>	)
	)
for Approval of Certain Financing	)
Arrangements	)
	)

**MOTION FOR CONFIDENTIAL TREATMENT**

Concurrently with the filing of this Motion, Matrix Telecom, Inc. ("Matrix"), Americatel Corporation ("Americatel"), and Startec Global Operating Company ("Startec") (collectively, "Petitioners"), have submitted a Joint Petition for approval of certain debt financing arrangements pursuant to the rules and regulations of the Public Service Commission of the State of Georgia ("Commission"). By this Motion, Petitioners respectfully request that the Commission accept Exhibit B of the Application, which contains the financial statements submitted by Petitioners, under seal pursuant to Commission Rule 515-3-1-.11, and withhold said exhibit from public inspection by designating the contents as a trade secret.

As privately-held companies, Petitioners respectfully request that the Commission protect Exhibit B of the Petition from public inspection because the information therein constitutes trade secret information within the meaning of Commission Rule 515-3-1-.11. Specifically, this information (i) derives economic value from not being generally known to others; (ii) would allow others to obtain economic value if it were disclosed to them; and (iii) is kept secret by the Petitioners. Exhibit B of the Petition has been submitted to demonstrate the financial condition



of Petitioners. Public disclosure of this information would place Petitioners at an unfair business disadvantage. The information contained in the financial statements is only disclosed to banks, financial institutions and others on a need-to-know basis, and when such information is disclosed to them, it is done on a confidential basis. Public disclosure of these exhibits would reveal information to the public and Petitioners' competitors which would allow them to know Petitioners' cash position, liabilities and other data, placing Petitioners at an unfair business disadvantage.

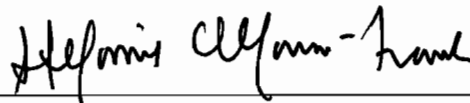
Wherefore, Petitioners respectfully request that their Motion to File Confidential Materials as Trade Secret be granted.

RESPECTFULLY SUBMITTED THIS 19th day of September, 2007.

Respectfully submitted,

MATRIX TELECOM, INC.  
AMERICATEL CORPORATION  
STARTEC GLOBAL OPERATING COMPANY

By Their Counsel:

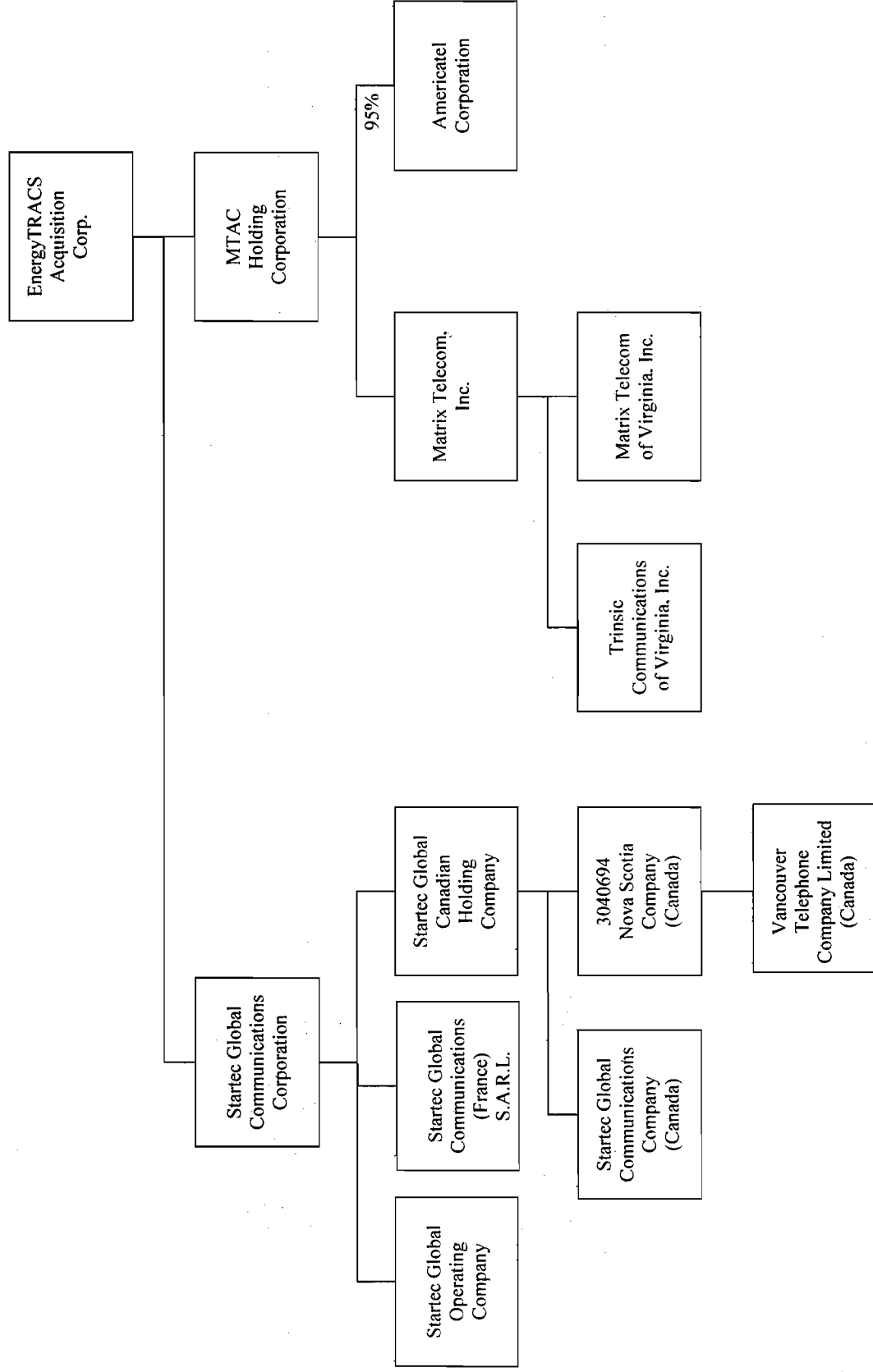


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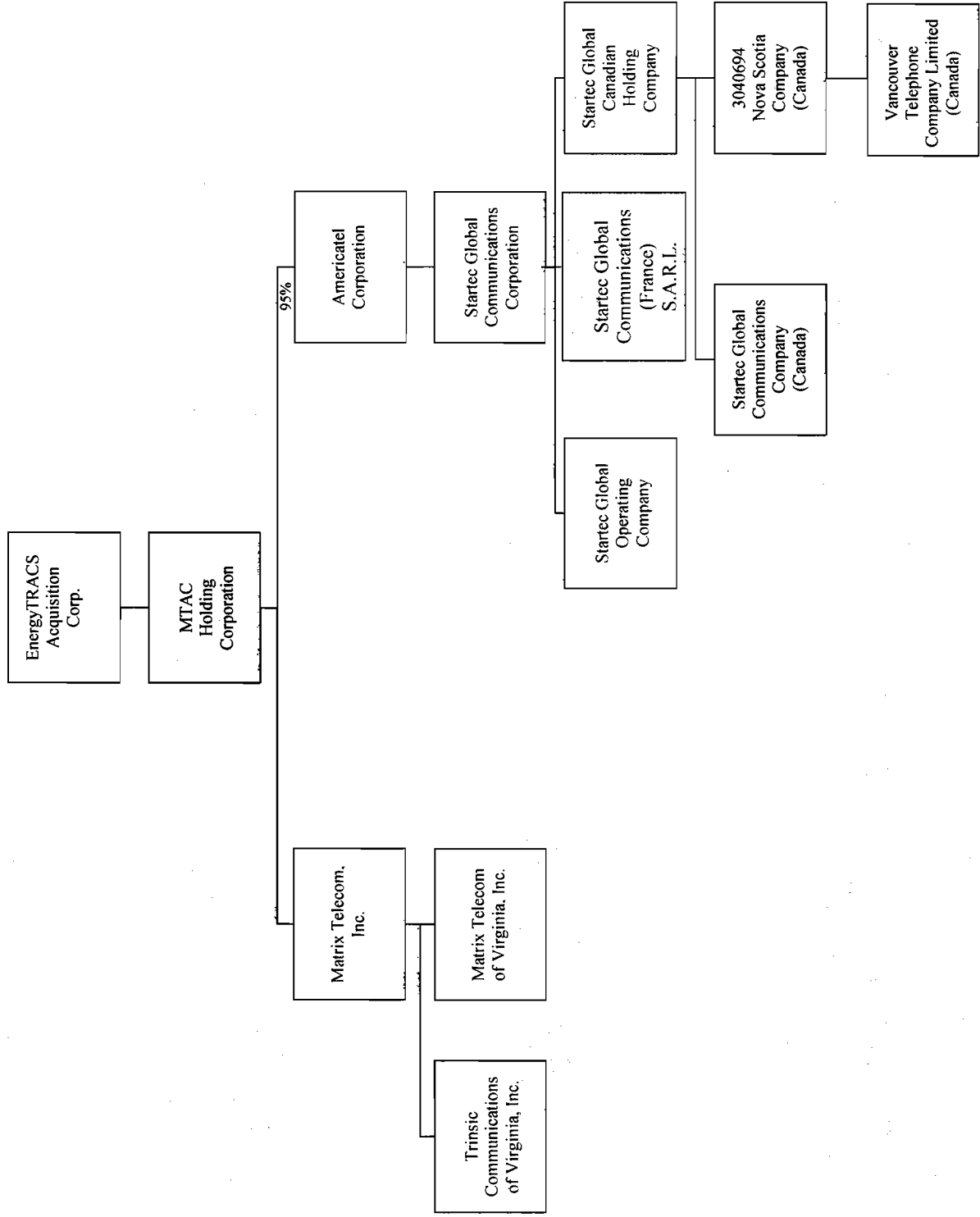
Richard R. Cameron  
Stefanie Alfonso-Frank  
Latham & Watkins LLP  
555 Eleventh Street, N.W., Suite 1000  
Washington, D.C. 20004  
(202) 637-2200

## EXHIBIT A

### Pre-Transaction Corporation Structure of Startec



# Post-Transaction Corporate Structure of Startec



**EXHIBIT B**

**FINANCIAL STATEMENTS FOR MATRIX TELECOM, INC., AMERICATEL  
CORPORATION, AND STARTEC GLOBAL OPERATING COMPANY**

**TRADE SECRET: FILED UNDER SEAL**

## VERIFICATION

STATE OF TEXAS

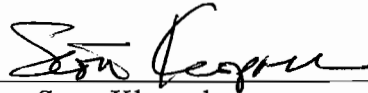
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COUNTY OF DALLAS

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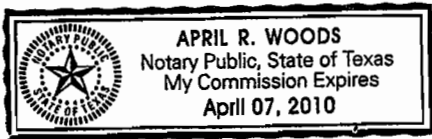
I, Scott Klopach, state that I am Vice President of Regulatory Affairs and General Counsel of Matrix Telecom, Inc.; that I am authorized to make this Verification on behalf of Matrix Telecom, Inc.; and that the statements in the foregoing document are true and correct to the best of my knowledge, information and belief.



Name: Scott Klopach

Title: Vice President of Regulatory Affairs  
and General Counsel  
Matrix Telecom, Inc.

SWORN TO AND SUBSCRIBED before me on the \_\_\_\_\_ day of September, 2007.

  
Notary Public

My Commission expires: April 7th, 2010

## VERIFICATION

STATE OF MARYLAND

§

§

COUNTY OF MONTGOMERY

§

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.

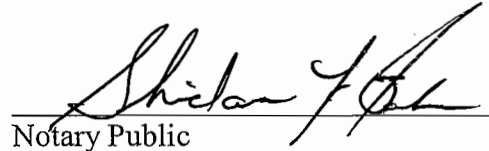


Name: Robert Felgar

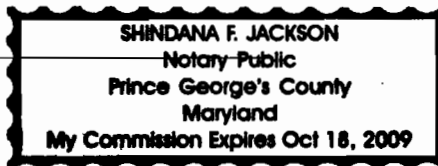
Title: General Counsel

Startec Global Operating Company

SWORN TO AND SUBSCRIBED before me on the 10<sup>th</sup> day of September, 2007.

  
Notary Public

My Commission expires: \_\_\_\_\_



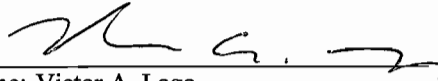
**VERIFICATION**

STATE OF FLORIDA

§  
§  
§

COUNTY OF DADE

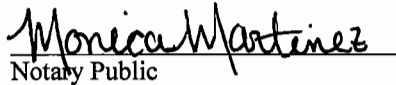
I, Victor A. Lago, state that I am Vice President & General Counsel of Americatel Corporation ; that I am authorized to make this Verification on behalf of Americatel Corporation; and that the statements in the foregoing document are true and correct to the best of my knowledge, information and belief.



Name: Victor A. Lago

Title: Vice President & General Counsel  
Americatel Corporation

SWORN TO AND SUBSCRIBED before me on the 7<sup>th</sup> day of September, 2007.

  
Notary Public

My Commission expires: March 22, 2009

