

FILE

LATHAM & WATKINS LLP

RECEIVED-DOCKETING DIV

2007 JAN 17 AM 10:53

PUCO

January 13, 2007

VIA FEDERAL EXPRESS

Public Utilities Commission of Ohio  
1800 E. Broad Street  
Docketing Division  
Columbus, Ohio 43215

555 Eleventh Street, N.W., Suite 1000  
Washington, D.C. 20004-1304  
Tel: (202) 637-2200 Fax: (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.

07-41-TP-ACD

**RE:** Matrix Telecom, Inc. and Americatel Corporation  
Notice of Execution of Pro Forma Transfer of Control

Dear Sir or Madam:

Matrix Telecom, Inc. ("Matrix") and Americatel Corporation ("Americatel") (together, the "Companies"), by their attorneys, pursuant to the Rules of the Public Utilities Commission of Ohio ("Commission"), advise the Commission that, on December 13, 2006, they concluded a transaction resulting in a *pro forma* transfer of control of the Companies, which are reseller telecommunications providers authorized to operate in Ohio.<sup>1</sup> The Companies previously submitted notification of their intention to execute this transfer of control in a letter dated October 12, 2006.<sup>2</sup>

As described in that notification in greater detail, the *pro forma* transfer of control is related to the issuance of debt by the Companies, both of which were wholly-owned, indirect subsidiaries of Platinum Equity, LLC ("Platinum Equity") before the transaction and remain so today. Prior to completion of the transfer of control, Platinum held its interest in the Companies through its immediate, wholly-owned subsidiary, EnergyTRACS Acquisition Corp. ("EnergyTRACS"). In order to minimize the effect of the debt issuance on other unregulated subsidiaries of EnergyTRACS, the lender required EnergyTRACS to transfer the stock of the Companies to MTAC Holding Corporation ("MTAC"), a Delaware corporation and a newly-formed, wholly-owned subsidiary of EnergyTRACS. Ultimate control of the Companies has not changed as a result of this minor corporate reorganization.

<sup>1</sup> Matrix is authorized to operate as a non-facilities-based reseller of local exchange and interexchange services in Ohio, pursuant to authority granted in Certificate No. 90-9309 on May 5, 2005 and Certificate No. 90-9309 on May 5, 2005. Americatel is authorized to operate as a reseller of interexchange services in Ohio pursuant to authority granted in Certificate No. 90-5797 on May 25, 2006.

<sup>2</sup> See Letter from Berin M. Szoka, Latham & Watkins LLP, to Public Utilities Commission of Ohio (filed Oct. 12, 2006).

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business.

Technician

Date Processed

1-17-07

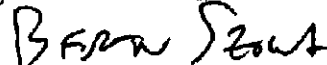
**LATHAM & WATKINS LLP**

Questions regarding this letter may be directed to the undersigned.

Respectfully submitted,

MATRIX TELECOM, INC.  
AMERICATEL CORPORATION

By Their Counsel:



---

Richard R. Cameron  
Berin M. Szoka  
LATHAM & WATKINS LLP  
555 Eleventh Street, N.W., Suite 1000  
Washington, D.C. 20004  
(202) 637-2200