

FILE
NE

ORIGINAL

BINGHAM McCUTCHEN

22

07-340-TP-C10

Catherine Wang
Brett P. Ferenchak
Jasbir K. Bawa
Phone: (202) 373-6000
Fax: (202) 373-6001
catherine.wang@bingham.com
brett.ferenchak@bingham.com
jasbir.bawa@bingham.com

Bingham McCutchen LLP
2020 K Street NW
Washington, DC
20006-1806

202.373.6000
202.373.6001 fax

bingham.com

Boston
Hartford
London
Los Angeles
New York
Orange County
San Francisco
Silicon Valley
Tokyo
Walnut Creek
Washington

March 28, 2007

Via FedEx

Renee J. Jenkins, Director of Administration
Docketing Department
Public Utilities Commission of Ohio
180 E. Broad St.
Columbus, OH 43215-3793

PUCO

RECEIVED-DOCKETING DIV
2007 MAR 29 AM 10:35

**Re: Joint Application of Startec Global Communications Corporation,
Startec Global Operating Company and Platinum Equity, LLC for
Approval of an Indirect Transfer of Control of Startec Global
Operating Company to Platinum Equity, LLC.**

Dear Ms. Jenkins:

On behalf of Startec Global Communications Corporation, Startec Global Operating Company and Platinum Equity, LLC (collectively "Applicants"), enclosed for filing with the Commission are an original and ten (10) copies of the above-referenced Application.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact us.

Respectfully submitted,

Catherine Wang
Brett P. Ferenchak
-Jasbir K. Bawa

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 JF Date Processed 3.29.07

The Public Utilities Commission
TELECOMMUNICATIONS APPLICATION FORM

(Effective: 10/01/2004)

(Pursuant to Case Nos. 99-998-TP-COI and 99-563-TP-COI)

In the Matter of the Application of)
Startec Global Communications Corporation,)
Startec Global Operating Company and)
Platinum Equity, LLC)
)
)
For the Indirect Transfer of Control of)
Startec Global Operating Company to)
Platinum Equity)

Case No. 07-340-TP-CIO
-ET-ACC

Name of Registrant(s) Startec Global Operating Company
DBA(s) of Registrant(s) N/A
Address of Registrant(s) 7361 Calhoun Place, Suite 650, Rockville, MD 20855
Company Web Address www.startec.com
Regulatory Contact Person(s) Robert Felgar Phone (301) 610-4646 Fax (240) 314-4219
Regulatory Contact Person's Email Address Robert.Felgar@startec.com
Contact Person for Annual Report Nathan Weinman Phone (301) 610-4305
Consumer Contact Information Nathan Weinman Phone (301) 610-4305

Date: March 28, 2007 TRF Docket No. _____ - _____ - CT-TRF or _____ - TP-ACE

Motion for protective order included with filing? Yes No
Motion for waiver(s) filed affecting this case? Yes No [Note: waiver(s) tolls any automatic timeframe]
Company Type (check all applicable): CTS (IXC) ILEC CLEC CMRS AOS
 Other (explain) _____

NOTE: This form must accompany all applications filed by telecommunication service providers subject to the Commission's rules promulgated in Case No. 99-998-TP-COI, as well as by ILECs filing an ARB or NAG case pursuant to the guidelines established in Case No. 96-463-TP-UNC. *It is preferable NOT to combine different types of filings, but if you do so, you must file under the process with the longest applicable review period.*

I. Please indicate the reason for submitting this form (check one)

- 1 (AAC) Application to Amend Certificate by a CLEC to modify Serving Area (0-day notice, 7 copies)
- 2 (ABN) Abandonment of all Services
 - a. CLEC (90-day approval, 10 copies) b. CTS (14-day approval, 10 copies) c. ILEC (NOT automatic, 10 copies)
- 3 (ACE) New Operating Authority for providers other than CMRS (30-day approval, 7 copies); for CMRS, see item No. 15 on this page.
 - a. Switched Local b. Non-switched local c. CTS d. Local and CTS e. Other (explain) _____
- 4 (ACO) LEC Application to Change Ownership (30-day approval, 10 copies)
- 5 (ACN) LEC Application to Change Name (30-day approval, 10 copies)
- 6 (AEC) Carrier-to-Carrier Contract Amendment to an agreement approved in a NAG or ARB case (30-day approval, 7 copies)
NOTE: see item 25 (CTR) on page two of this form for all other contract filings.
- 7 (AMT) LEC Merger (30-day approval, 10 copies)
- 8 (ARB) Application for Arbitration (see 96-463-TP-COI for applicable process, 10 copies)
- 9 (ATA) Application for Tariff Amendment for Tier 1 Services, Application to Reclassify Service Among Tiers, or Change to Non-Tier Service
 - a. Tier 1 (and Carrier-to-Carrier tariff filings as set-forth in 95-845-TP-COI)
 - i. Pre-filing submittal (30-day pre-filing submittal with Staff and OCC; Do Not Docket, 4 copies)
 - ii. New End User Service which has been preceded by a 30-day pre-filing submittal with Staff for all submittals and also with OCC for Tier 1 residential services (0-day filing, 10 copies)
 - iii. New End User Service (NOT preceded by a 30-day filing submittal, 30-day approval, 10 copies)
 - iv. New Carrier-to-Carrier Service which has been preceded by a 30-day pre-filing with Staff (0-day filing, 10 copies)
 - v. Change in Terms and Conditions, textual revision, correction of error, etc. (30-day approval, 10 copies)
 - vi. Grandfather service (30-day approval, 10 copies)
 - vii. Initial Carrier-to-Carrier Services Tariff subsequent to ACE approval (60-day approval, 10 copies)
 - viii. Withdrawal of Tier 1 service must be filed as an "ATW", not an "ATA" - see item 12, below
 - b. Reclassification of Service Among Tiers (NOT automatic, 10 copies)
 - c. Textual revision with no effect on rates for non-specific or non-tier service (30-day approval, 10 copies)

NOTE: An annual report is required to be filed with the Commission by each company on an annual basis. The annual report form will be sent for completion to the address and individual(s) identified in this Section unless another address or individual is so indicated.

- 10 (ATC) Application to Transfer Certificate (30-day approval, 7 copies)
- 11 (ATR) LEC Application to Conduct a Transaction Between Utilities (30-day approval, 10 copies)
- 12 (ATW) Application to Withdraw a Tier 1 Service
 - a. CLEC (60-day approval, 10 copies)
 - b. ILEC (NOT automatic, 10 copies)
- 13 (CIO) Application for Change in Operations by Non-LEC Providers (0-day notice, 7 copies)
- 14 (NAG) Negotiated Interconnection Agreement Between Carriers (0-day effective, 90-day approval, 8 copies)
- 15 (RCC) For CMRS providers only to Register or to Notify of a Change in Operations (0-day notice, 7 copies)
- 16 (SLF) Self-complaint Application
 - a. CLEC only -Tier 1 (60-day automatic, 10 copies)
 - b. Introduce or increase maximum price range for Non-Specific Service Charge (60-day approval, 10 copies)
- 17 (UNC) Unclassified (explain) _____ (NOT automatic, 15 copies)
- 18 (ZTA) Tariff Notification Involving only Tier 2 Services
NOTE: Notifications do not require or imply Commission Approval.
 - a. New End User Service (0-day notice, 10 copies)
 - b. Change in Terms and Conditions, textual revision, correction of error, etc. (0-day notice, 10 copies)
 - c. Withdrawal of service (0-day notice, 10 copies)
- 19 Other (explain) _____ (NOT automatic, 15 copies)

THE FOLLOWING ARE TRF FILINGS ONLY, NOT NEW CASES (0-day notice, 3 copies)

- 20 Introduction or Extension of Promotional Offering
- 21 New Price List Rate for Existing Service
 - a. Tier 1
 - b. Tier 2
- 22 Designation of Registrant's Process Agent(s)
- 23 Update to Registrant's Maps
- 24 Annual Tariff Option For Tier 2 Services - indicate which option you intend to adopt to maintain the tariff. NOTE, changing options is only permitted once per calendar year.
 - Paper Tariff
 - Electronic Tariff. If electronic, provide the tariff's web address: _____

THE FOLLOWING ARE CTR FILINGS ONLY, NOT NEW CASES (0-day notice, 7 copies)

- 25 Application to establish, revise, or cancel an end-user contract. (NOTE: see item 6 on page 1 of this form for carrier-to-carrier contract amendments)
CTR Docket No. _____ - _____ - TP - CTR (Use same CTR number throughout calendar year)

II. Please indicate which of the following exhibits have been filed. The numbers (corresponding to the list on page (1) and above) indicate, at a minimum, the types of cases in which the exhibit is required:

<input type="checkbox"/>	[all]	A copy of any motion for waiver of O.A.C. rule(s) associated with this filing. NOTE: the filing of a motion for waiver tolls any automatic timeframe associated with this filing. <i>Not Applicable.</i>
<input type="checkbox"/>	[3]	Completed Service Requirements Form.
<input type="checkbox"/>	[3, 9(vii)]	A copy of registrant's proposed tariffs. (Carrier-to-Carrier resale tariff also required if facilities-based)
<input type="checkbox"/>	[3]	Evidence that the registrant has notified the Ohio Department of Taxation of its intent to conduct operations as a telephone utility in the State of Ohio.
<input type="checkbox"/>	[3]	Brief description of service(s) proposed.
<input type="checkbox"/>	[3a-b,3d]	Explanation of whether applicant intends to provide <input type="checkbox"/> resold services, <input type="checkbox"/> facilities-based services, or <input type="checkbox"/> both resold and facilities-based services.
<input type="checkbox"/>	[3a-b,3d]	Explanation as to whether CLEC currently offers CTS services under separate CTS authority, and whether it will be including those services within its CLEC filing, or maintaining such CTS services under a separate affiliate.
<input type="checkbox"/>	[3a-b,3d]	Explanation of how the proposed services in the proposed market area are in the public interest.
<input type="checkbox"/>	[3a-b,3d]	Description of the proposed market area.
<input type="checkbox"/>	[3a-b,3d]	Description of the class of customers (e.g., residence, business) that the applicant intends to serve.
<input type="checkbox"/>	[3a-b,3d]	Documentation attesting to the applicant's financial viability, including the following: <ol style="list-style-type: none"> 1) An executive Summary describing the applicant's current financial condition, liquidity, and capital resources. Describe internally generated sources of cash and external funds available to support the applicant's operations that are the subject of this certification application. 2) Copy of financial statements (actual and pro forma income statement and a balance sheet). Indicate if financial statements are based on a certain geographical area(s) or information in other jurisdictions 3) Documentation to support the applicant's cash and funding sources.
<input type="checkbox"/>	[3a-d]	Documentation attesting to the applicant's technical and managerial expertise relative to the proposed service offering(s) and proposed service area.
<input type="checkbox"/>	[3a-d]	Documentation indicating the applicant's corporate structure and ownership.
<input type="checkbox"/>	[3a-b,3d]	Information regarding any similar operations in other states. Also, if this company has been previously certified in the State of Ohio, include that certification number.
<input type="checkbox"/>	[3a-b,3d]	Verification that the applicant will maintain local telephony records separate and apart from any other accounting records in accordance with the GAAP.

NOTE: An annual report is required to be filed with the Commission by each company on an annual basis. The annual report form will be sent for completion to the address and individual(s) identified in this Section unless another address or individual is so indicated.

<input type="checkbox"/>	[3a-b,3d]	Verification of compliance with any affiliate transaction requirements.
<input type="checkbox"/>	[3a-b,3d]	Explanation as to whether rates are derived through (check all applicable): <input type="checkbox"/> interconnection agreement, <input type="checkbox"/> retail tariffs, or <input type="checkbox"/> resale tariffs.
<input type="checkbox"/>	[1,3a-b,3d]	Explanation as to which service areas company currently has an approved interconnection or resale agreement.
<input type="checkbox"/>	[3a-b,3d, 9a(i-iii)]	Explanation of whether applicant intends to provide Local Services which require payment in advance of Customer receiving dial tone.
<input type="checkbox"/>	[3a,3b,3d, 9a,(i-iii)]	Tariff sheet(s) listing the services and associated charges that must be paid prior to customer receiving dial tone (if applicable).
<input type="checkbox"/>	[3a-b,3d,8]	Letters requesting negotiation pursuant to Sections 251 and 252 of the Telecommunications Act of 1996 and a proposed timeline for construction, interconnection, and offering of services to end users.
<input checked="" type="checkbox"/>	[3-5,7,10-11,13]	Certification from Ohio Secretary of State as to party's proper standing (domestic or foreign corporation, authorized use of fictitious name, etc.). In transfer of certificate cases, the transferee's good standing must be established. <i>Please see Exhibit A.</i>
<input checked="" type="checkbox"/>	[3-4,7,10-11,13]	List of names, addresses, and phone numbers of officers and directors, or partners. <i>Please see Exhibit B.</i>
<input type="checkbox"/>	[3]	A sample copy of the customer bill and disconnection notice the applicant plans to utilize.
<input type="checkbox"/>	[1,4,9,10-13,16-21]	Copy of superseded tariff sheet(s) & price list(s), if applicable, marked as Exhibit A. <i>Not Applicable.</i>
<input type="checkbox"/>	[1,4,9,10-13,16-21]	Copy of revised tariff sheets & price lists, marked as Exhibit B. <i>Not Applicable.</i>
<input type="checkbox"/>	[3]	Provide a copy of any customer application form required in order to establish residential service, if applicable.
<input type="checkbox"/>	[1-2,4-7,9,12-13,16,18-23,25]	Description of and rationale for proposed tariff changes, including a complete description of the service(s) proposed or affected. Specify for each service affected whether it is <input type="checkbox"/> business; <input type="checkbox"/> residence; or <input type="checkbox"/> both. Also indicate whether it is a <input type="checkbox"/> switched or <input type="checkbox"/> dedicated service. Include this information in either the cover letter or Exhibit C. <i>Not Applicable.</i>
<input type="checkbox"/>	[1,2,4,9a(v-vi), 5,10,16,18(b-c), 21]	Specify which notice procedure has been/will be utilized: <input type="checkbox"/> direct mail; <input type="checkbox"/> bill insert; <input type="checkbox"/> bill notation or <input type="checkbox"/> electronic mail. NOTE: <input type="checkbox"/> Tier 1 price list increases must be within an approved range of rates. <input type="checkbox"/> SLF Filings – Do NOT send customer notice until it has been reviewed and approved by Commission Staff <i>Not Applicable.</i>
<input type="checkbox"/>	[2,4-5,9a(v), 9b, 10,12-13,16, 18(b-c),20-21]	Copy of real time notice which has been/will be provided to customers. NOTE: SLF Filings – Do NOT send customer notice until it has been reviewed and approved by Commission Staff <i>Not Applicable.</i>
<input type="checkbox"/>	[1,2,5,9a(v),11-13, 18, 21(increase only)]	Affidavit attesting that customer notice has been provided. <i>Not Applicable.</i>
<input type="checkbox"/>	[2,12]	Copy of Notice which has been provided to ILEC(s).
<input type="checkbox"/>	[2,12]	Listing of Assigned (NPA) NXX's where in the LECs (NPA) NXX's would be reassigned.
<input type="checkbox"/>	[2,4,10,12-13,]	List of Ohio exchanges specifically involved or affected. <i>The transaction will affect all exchanges in which Startec currently provides service.</i>
<input type="checkbox"/>	[14]	The interconnection agreement adopted by negotiation or mediation.
<input type="checkbox"/>	[15]	For commercial mobile radio service providers, a statement affirming that registrant has obtained all necessary federal authority to conduct operations being proposed, and that copies have been furnished by cellular, paging, and mobile companies to this Commission of any Form 401, 463, and / or 489 which the applicant has filed with the Federal Communications Commission.
<input type="checkbox"/>	[15]	Exhibits must include company name, address, contact person, service description, and evidence of registration with the Ohio Secretary of State.
<input type="checkbox"/>	[24]	Affidavit that total price of contract exceeds total cost of all regulated services.
<input type="checkbox"/>	[5,13]	New title sheet with proposed new company name.
<input type="checkbox"/>	[1,3,13]	For CLECs, List of Ohio Exchanges the applicant intends to serve (Use spreadsheet from: http://www.puc.state.oh.us/puco/forms/form.cfm?doc_id=357). <i>There will be no post-transaction changes in Ohio Exchanges Startec intends to serve.</i>
<input type="checkbox"/>	[1,3a-b,3d,7, 10,13, 23]	Maps depicting the proposed serving and calling areas of the applicant. <i>There will be no post-transaction change in serving or calling areas of Startec.</i> <input type="checkbox"/> If Mirroring Large ILEC exchanges for both serving area and local calling areas: • <i>Serving area</i> must be clearly reflected on an Ohio map attached to tariffs and textually described in tariffs by noting that it is reflecting a particular large ILEC/CLEC territory, and listing the involved exchanges. • <i>Local calling areas</i> must be clearly reflected on an Ohio map attached to the tariffs, and/or clearly delineated in tariffs, including a complete listing of each exchange being served and all exchanges to which local calls can be made from each of those exchanges. <input type="checkbox"/> If Self-defining serving area and/or local calling area as an area other than that of the established ILEC exchange(s): • <i>Serving Area</i> must be clearly reflected on an Ohio map attached to the tariffs, and textually described in tariffs by listing the involved exchanges. • <i>Local Calling Areas</i> must be described in the tariff through textual delineation and clear maps. Maps for self-defined <i>serving and local calling areas</i> are required to be traced on United States Geological Survey topography maps. These maps are the Standard Topographic Quadrangle maps, 7.5 minute 1:24,000. <i>Not Applicable.</i>
<input checked="" type="checkbox"/>		Other information requested by the Commission staff. <i>Attached as Exhibit C is a description of the transaction.</i>
<input type="checkbox"/>	[3]	Initial certification that includes Tier 2 Services, indicate which option you intend to adopt to maintain the tariff: <input type="checkbox"/> Paper Tariff <input type="checkbox"/> Electronic Tariff - If electronic, provide the web address for the tariff:

III. Registrant hereby attests to its compliance with the following requirements in the Service Requirements Form, as well as all pertinent entries and orders issued by the Commission with

NOTE: An annual report is required to be filed with the Commission by each company on an annual basis. The annual report form will be sent for completion to the address and individual(s) identified in this Section unless another address or individual is so indicated.

respect to these issues. Further, registrant hereby affirms that it will maintain with its TRF docket an up-to-date, properly marked, copy of the Service Requirements Form available for public inspection.

MANDATORY REQUIREMENTS FOR ALL BASIC LOCAL EXCHANGE AND CTS PROVIDERS:

- Sales tax
- Minimum Telephone Service Standards (MTSS)
- Surcharges

MANDATORY REQUIREMENTS FOR ALL BASIC LOCAL EXCHANGE PROVIDERS:

- 1+ IntraLATA Presubscription

SERVICE REQUIREMENTS FOR PROVISION OF CERTAIN SERVICES (CHECK ALL APPLICABLE):

- Discounts for Persons with Communication Disabilities and the Telecommunication Relay Service [Required if toll service provided]
- Emergency Services Calling Plan [Required if toll service provided]
- Alternative Operator Service (AOS) requirements [Required for all providing AOS (including inmate services) service]
- Limitation of Liability Language [Required for all who have tariff language that may limit their liability]
- Termination Liability Language [Required for all who have early termination liability language in their tariffs]
- Service Connection Assistance (SCA) [Required for all LECs]
- Local Number Portability and Number Pooling [Required for facilities-based LECs]
- Package Language [Required for tariffs containing packages or service bundles containing both local and toll and/or non-regulated services]

IV. List names, titles, phone numbers, and addresses of those persons authorized to respond to inquiries from the Consumer Services Department on behalf of the applicant regarding end-user complaints:

The person authorized to respond to inquiries from the Consumer Services Department on behalf of Startec Global Operating Company is:

Nathan Weinman
7361 Calhoun Place, Suite 650
Rockville, MD 20855
Tel: (301) 610-4305
Fax: (240) 314-4219

To the extent this information changes following the transaction, Startec will update the Commission's records.

V. List names, titles, phone numbers, and addresses of those persons authorized to make and/or affirm or verify filings at the Commission on behalf of the applicant:

For Startec:

Catherine Wang
Brett P. Ferenchak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
(202) 373-6000 (Tel)
(202) 373-6001 (Fax)
catherine.wang@bingham.com
brett.ferenchak@bingham.com

With copies to:

Robert Felgar
General Counsel and Secretary
Startec Global Communications Corporation
7361 Calhoun Place, Suite 650
Rockville, MD 20855
(301) 610-4646 (Tel)
(240) 314-4219 (Fax)
Robert.Felgar@startec.com

For Buyer:

Richard R. Cameron
Latham & Watkins LLP
555 Eleventh Street, NW
Suite 1000
Washington, DC 20004-1304
(202) 637-2225 (Tel)
(202) 637-2201 (Fax)
richard.cameron@lw.com

With copies to:

Eva Kalawski
Executive Vice President, General Counsel
and Secretary
Platinum Equity, LLC
360 North Crescent Drive, South Building
Beverly Hills, CA 90210
(310) 712-1850 (Tel)
(310) 712-1863 (Fax)

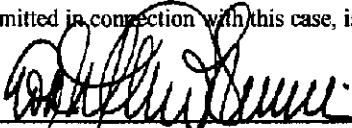
NOTE: An annual report is required to be filed with the Commission by each company on an annual basis. The annual report form will be sent for completion to the address and individual(s) identified in this Section unless another address or individual is so indicated.

1
VI. List Name(s), DBA(s) and PUCO Certification Number(s) of any affiliates you have operating in Ohio under PUCO authority, whether Telecommunication or other. (If needed, use a separate sheet and check here:)

Startec is not currently affiliated with any companies operating in Ohio under PUCO authority. Upon completion of the transaction, Startec will be affiliated with Americatel Corporation (Certificate No. 90-5797) and Matrix Telecom, Inc., (Certificate No. 90-9309). Platinum indirectly controls Americatel Corporation and Matrix Telecom, Inc., which are respectively authorized to provide resold interexchange telecommunications services and resold local exchange and interexchange telecommunications services.

VERIFICATION

I, Eva M. Kalawaski, verify that I have utilized, verbatim, the Commission's Telecommunications Application Form and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.



*(Signature and Title)

3/23/07

(Date)

****Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.***

LIST OF EXHIBITS

Exhibit A	Ohio Secretary of State Certificate of Good Standing
Exhibit B	Officers and Directors
Exhibit C	Description of the Transaction
Exhibit D	Pre- and Post-Transaction Corporate Structure Charts
Verifications	

EXHIBIT A

Ohio Secretary of State Certificate of Good Standing

**United States of America
State of Ohio
Office of the Secretary of State**

I, Jennifer Brunner, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show STARTEC GLOBAL OPERATING COMPANY, a Delaware corporation, having qualified to do business within the State of Ohio on July 13, 1998 under License No. 1027306 is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 27th day of March, A.D. 2007*

A handwritten signature in black ink, appearing to read "Jennifer Brunner".

Ohio Secretary of State

Validation Number: V200786M2AD37

EXHIBIT B

Officers and Directors

List of Directors and Officers

All of the following Directors and Officers can be reached at:

7361 Calhoun Place, Suite 650,
Rockville, Maryland 20855
Tel: (301) 610-4300
Fax: (240) 314-4301

1. Startec Global Communications Corporation

The sole director of Startec Global Communications Corporation is Daniel Russell. Startec Global Communications Corporation's Officers are:

Howard Kamerer, President and CEO
An Phung, Treasurer and CFO
Robert Felgar, Secretary and General Counsel

2. The following are the Directors & Officers of Startec Global Operating Company:

Directors

Howard Kamerer
An Phung
Robert Felgar

Officers

Howard Kamerer, President and Chief Executive Officer
An Phung, Treasurer, Chief Financial Officer and Executive Vice President
Robert Felgar, Secretary and General Counsel
T.J. Master, Senior Vice President, Sales & Marketing
Akbar Merchant, Senior Vice President of Global Marketing
Rekha Nambiar, Vice President of Global Buying
Steve Villeneuve, Vice President of Network Operations

EXHIBIT C

Description of the Transaction

DESCRIPTION OF THE TRANSACTION

Startec Global Communications Corporation (“SGCC”), Startec Global Operating Company (“Startec”) and Platinum Equity, LLC (“Platinum”) (collectively, “Applicants”), pursuant to section 4901:1-6-14 of the Ohio Administrative Code, Ohio Admin. Code § 4901:1-6-14, and any other provision of the statutes or regulations deemed applicable, request approval, to the extent necessary, from the Public Utilities Commission of Ohio (“Commission”), respectfully request Commission approval for a transaction that will result in the indirect transfer of control of Startec, a subsidiary of SGCC, to Platinum.¹

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

I. DESCRIPTION OF THE APPLICANTS

A. Startec Global Communications Corporation and Startec Global Operating Company

Startec Global Operating Company is a Delaware corporation with its principal place of business located at 7361 Calhoun Place, Suite 650, Rockville, Maryland 20855. Startec is a wholly owned subsidiary of Startec Global Communications Corporation, a Delaware corporation whose principal business is telecommunications. Startec provides long distance, Internet, and other communications services in over 45 states and internationally. In Ohio, Startec is hold a Certificate of Public Convenience and Necessity to provide competitive telecommunications services.² Startec provides its services primarily to customers who place a significant number of calls to international destinations.

¹ In addition, and to the extent necessary, Startec also requests approval, *nunc pro tunc*, of a *pro forma* corporate reorganization completed December 27, 2006. See footnotes 2 and 3.

² In Case No. 97-184-CT-ACE (March 28, 1997), a predecessor of Startec received authority provide competitive telecommunications services. This certificate was reissued to Startec Global Licensing Company (“SGLC”), a sister company of Startec, in Case No. 98-1316-CT-ATR on November 2, 1998. As a result of the merger of Startec and SGLC on December 27, 2006, which Startec survived, Startec now holds the Certificate. In anticipation of the restructuring, Startec filed amended tariffs, which reflected the minor change in name since the restructuring was otherwise

B. Platinum Equity, LLC

Platinum Equity, LLC is a privately held Delaware limited liability company with offices located at 360 North Crescent Drive, Beverly Hills, California 90210. Platinum 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, logistics, manufacturing, and entertainment distribution. EnergyTRACS Acquisition Corp. ("Buyer") is a Delaware corporation and a wholly owned subsidiary of Platinum that has agreed to acquire SGCC. For the purpose of accomplishing this transaction, Buyer has created a new merger subsidiary, Soap Merger Corporation, a Delaware corporation and direct wholly-owned subsidiary of the Buyer ("Merger Sub").

Buyer and Platinum indirectly control two other telecommunications carriers: Americatel Corporation ("Americatel") and Matrix Telecom, Inc. ("Matrix") through a direct, wholly-owned subsidiary of Buyer, MTAC Holding Corporation. Buyer and Platinum have held 100 percent of the equity of Matrix since 1999, and 95 percent of the equity of Americatel since July 2006. Matrix is authorized to provide competitive telecommunications services across the nation on a resale or facilities basis. Matrix provides 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. 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,

entirely transparent to customers. The Commission reissued the Certificate in the name of Startec in Case No. 05-1592-TP-CIO on March 27, 2006. The reissued Certificate, however, expanded the authority to include local exchange services. Startec did not request such authority and, therefore, requests that the Certificate be corrected to only reflect authority to provide competitive telecommunications services.

with a particular emphasis on serving the needs of United States customers with connections to Latin America and the Caribbean. Through their ownership of these two companies, Buyer and Platinum have demonstrated their qualifications to obtain control of Startec.

II. DESCRIPTION OF THE TRANSACTIONS

SGCC and Buyer entered into an Agreement and Plan of Merger dated as of March 5, 2007 (the "Agreement") whereby MergerSub will merge with SGCC, with SGCC surviving. As a result, Buyer will acquire indirect control of Startec. For the Commission's convenience, pre- and post-transaction corporate structure charts are provided as Exhibit D. Applicants therefore request authority for the indirect transfer of control of Startec to Buyer, and ultimately to Platinum.

Immediately following the consummation of the proposed transaction, Startec will continue to offer service with no change in the rates or terms and conditions of service. Further, Startec will continue to provide service to its customers under the same name, and will continue to be led by an experienced management team. Therefore, the transfer of control of Startec will be seamless and transparent to consumers in the State of Ohio.³

III. PUBLIC INTEREST STATEMENT

Applicants submit that the transaction will serve the public interest. Under new ownership, Startec will continue to provide high-quality telecommunications services to consumers, while gaining critically important access to the additional resources and operational

³ In addition, and to the extent necessary, Startec also requests approval, *nunc pro tunc*, of a *pro forma* corporate reorganization completed December 27, 2006 in which SGLC, an entity also 100% owned by SGCC and which previously held the Certificate, was merged with and into Startec, with Startec surviving. As a result of the *pro forma* restructuring, Startec acquired all of the assets and operations of SGLC including SGLC's Certificate. On advice of its outside consultants and in anticipation of this *pro forma* restructuring, Startec characterized this transaction as a change in carrier name and filed amended tariffs on December 29, 2005. The Commission approved the name change and reissued the Certificate in Docket No. 05-1592-TP-CIO on March 27, 2006. This *pro forma* restructuring was undertaken to streamline and eliminate inefficiencies from the business and administrative operations of SGLC and Startec. This *pro forma* change has not resulted in confusion or inconvenience to its customers or any change in the services that they receive.

expertise of Platinum. This transfer of control, therefore, will give Startec the ability to become a stronger competitor, to the ultimate benefit of consumers. Further, Startec will not change its name or its rates, terms or conditions of service as an immediate result of the transfer of control. The transfer of control, therefore, will be transparent to consumers. Moreover, as discussed above, Buyer, through its parent, is financially qualified to acquire control of Startec and continue and expand its operations.

The public interest will also be served by expeditious consideration and approval of the transaction. For various important business and financial reasons, Applicants require that the transfer of control be closed as quickly as possible. Startec and Buyer anticipate that this transaction will allow Startec and Buyer's affiliated telecommunications carriers to realize significant cost savings and operational benefits. Such savings may result from network integration, lower international termination costs as a result of larger traffic volumes, synergies from information systems integration, and other sources. These cost savings and benefits will cause Startec to become a stronger competitor in the marketplace and will allow it to continue to provide high quality and low cost telecommunications services to thousands of Ohio residents. Moreover, the transaction will also put Startec in a better position to expand its service offerings, to the ultimate benefit of its customers. Delay in the regulatory approval process will prevent the parties from realizing these economic and operational benefits and delivering expanded customer services as quickly as the parties otherwise would.

Applicants emphasize that the proposed indirect transfer of control will be seamless and completely transparent to the customers of Startec, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers. Accordingly, Applicants request that the Commission commence its examination of the Application as soon as possible.

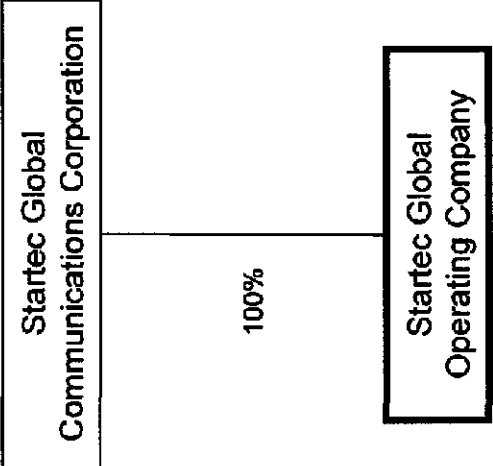
V. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by an expedited grant of this Application.

EXHIBIT D

Pre- and Post-Transaction Corporate Structure Charts

Pre-Transaction Corporate Structure of Startec



Post-Transaction Corporate Structure of Startec

