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(202) 637-1020

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November 27, 2007

Public Utilities Commission of Ohio  
Attention: Docketing Division  
180 East Broad Street  
Columbus, Ohio 43215-3793

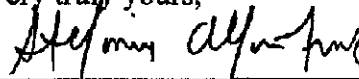
**Re: Application of Startec Global Operating Company and Americatel Corporation for  
Approval of *Pro Forma* Merger**

Dear Sir or Madam:

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 seven (7) copies of an Application seeking the Commission's approval of a *pro forma* corporate restructuring involving the merger of 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 do not hesitate to contact me at (202) 637-1020.

Very truly yours,



Stefanie Alfonso-Frank  
Counsel for Applicants

Enclosures

07-1220-TP-C10  
22  
555 Eleventh Street, N.W., Suite 1000  
Washington, D.C. 20004-1304  
Tel: +202.637.2200 Fax: +202.637.2201  
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**The Public Utilities Commission of Ohio**  
**TELECOMMUNICATIONS APPLICATION FORM for ROUTINE PROCEEDINGS**  
 (Effective: 09/19/2007)  
 (Pursuant to Case No. 06-1345-TP-ORD)

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

TRF Docket No. 90-\_\_\_\_\_

Case No. **07-1220-TP-C10**

NOTE: Unless you have reserved a Case # or are filing a Contract,  
 leave the "Case No" fields BLANK.

Name of Registrant(s) Startec Global Operating Company; Americatel Corporation

DBA(s) of Registrant(s) \_\_\_\_\_

Address of Registrant(s) 7361 Calhoun Place, Suite 650, Rockville, MD 20855; 4045 NW 97<sup>th</sup> Avenue, Miami, FL 33178

Company Web Address http://www.startec.com; http://www.americatel.com

Regulatory Contact Person(s) Robert Felgar, General Counsel

Phone 301-610-4646

Fax 240-314-4219

Regulatory Contact Person's Email Address Robert.Felgar@startec.com

Contact Person for Annual Report Robert Felgar, General Counsel

Phone \_\_\_\_\_

Address (if different from above) \_\_\_\_\_

Consumer Contact Information Robert Felgar, General Counsel

Phone \_\_\_\_\_

Address (if different from above) \_\_\_\_\_

Motion for protective order included with filing? ☐ Yes ☒ No

Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: Waivers may toll any automatic timeframe.]

**Section I – Pursuant to Chapter 4901:11-6 OAC – Part I – Please indicate the Carrier Type and the reason for submitting this form by checking the boxes below. CMRS providers: Please see the bottom of Section II.**

NOTES: (1) For requirements for various applications, see the identified section of Ohio Administrative Code Section 4901 and/or the supplemental application form noted.

(2) Information regarding the number of copies required by the Commission may be obtained from the Commission's web site at [www.puco.ohio.gov](http://www.puco.ohio.gov) under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the Commission.

Carrier Type <input type="checkbox"/> Other (explain below)	<input type="checkbox"/> ILEC	<input type="checkbox"/> CLEC	<input checked="" type="checkbox"/> CTS	<input type="checkbox"/> AOS/IOS
<b>Tier 1 Regulatory Treatment</b>				
Change Rates within approved Range	<input type="checkbox"/> TRF 1-6-04(B) (0 day Notice)	<input type="checkbox"/> TRF 1-6-04(B) (0 day Notice)		
New Service, expanded local calling area,	<input type="checkbox"/> ZTA 1-6-04(B) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-04(B) (0 day Notice)		
Change Terms and Conditions, Introduce non-recurring service charges	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)		
Introduce or Increase Late Payment or Returned Check Charge	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)		
Business Contract	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)		
Withdrawal	<input type="checkbox"/> ATW 1-6-12(A) (Non-Auto)	<input type="checkbox"/> ATW 1-6-12(A) (Auto 30 days)		
Raise the Ceiling of a Rate	Not Applicable	<input type="checkbox"/> SLF 1-6-04(B) (Auto 30 days)		
<b>Tier 2 Regulatory Treatment</b>				
Residential - Introduce non-recurring service charges	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)		
Residential - Introduce New Tariffed Tier 2 Service(s)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	
Residential - Change Rates, Terms and Conditions, Promotions, or Withdrawal	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	
Residential - Tier 2 Service Contracts	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	
Commercial (Business) Contracts	Not Filed	Not Filed	Not Filed	
Business Services (see "Other" below)	Detariffed	Detariffed	Detariffed	
Residential & Business Toll Services (see "Other" below)	Detariffed	Detariffed	Detariffed	

<b>Certificate Status</b>	<b>ILEC</b>	<b>CLEC</b>	<b>CTS</b>	<b>AOS/IOS</b>
Certification (See Supplemental ACE form)		<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)
Add Exchanges to Certificate	<input type="checkbox"/> ATA 1-6-09(C) (Auto 30 days)	<input type="checkbox"/> AAC 1-6-10(F) (0 day Notice)	CLECs must attach a current CLEC Exchange Listing Form	
Abandon all Services - With Customers	<input type="checkbox"/> ABN 1-6-11(A) (Non-Auto)	<input type="checkbox"/> ABN 1-6-11(A) (Auto 90 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)
Abandon all Services - Without Customers		<input type="checkbox"/> ABN 1-6-11(A) (Auto 30 days)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)
Change of Official Name	<input type="checkbox"/> ACN 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ACN 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Change in Ownership	<input type="checkbox"/> ACO 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ACO 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Merger	<input type="checkbox"/> AMT 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> AMT 1-6-14(B) (Auto 30 days)	<input checked="" type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Transfer a Certificate	<input type="checkbox"/> ATC 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ATC 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Transaction for transfer or lease of property, plant or business	<input type="checkbox"/> ATR 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ATR 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
<b>Procedural</b>				
Designation of Process Agent(s)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)

### Section I – Part II – Certificate Status and Procedural

**All Section I applications that result in a change to one or more tariff pages require, at a minimum, the following exhibits. Other exhibits may be required under the applicable rule(s).**

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s)
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s).

### Section II – Carrier to Carrier (Pursuant to 95-845-TP-COI), CMRS and Other

<b>Carrier to Carrier</b>	<b>ILEC</b>	<b>CLEC</b>		
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG (Auto 90 day)	<input type="checkbox"/> NAG (Auto 90 day)		
Request for Arbitration	<input type="checkbox"/> ARB (Non-Auto)	<input type="checkbox"/> ARB (Non-Auto)		
Introduce or change c-t-c service tariffs,		<input type="checkbox"/> ATA (Auto 30 day)		
Introduce or change access service pursuant to 07-464-TP-COI	<input type="checkbox"/> ATA (Auto 30 day)			
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC (Non-Auto)	<input type="checkbox"/> UNC (Non-Auto)		
Pole attachment changes in terms and conditions and price changes.	<input type="checkbox"/> UNC (Non-Auto)	<input type="checkbox"/> UNC (Non-Auto)		
<b>CMRS Providers</b> See 4901:1-6-15	<input type="checkbox"/> RCC [Registration & Change in Operations] (0 day)		<input type="checkbox"/> NAG [Interconnection Agreement or Amendment] (Auto 90 days)	
<b>Other*</b> (explain) _____				

*\*NOTE: During the interim period between the effective date of the rules and an Applicant's Detariffing Filing, changes to existing business Tier 2 and all toll services, including the addition of new business Tier 2 and all new toll services, will be processed as 0-day TRF filings, and briefly described in the "Other" section above.*

### Section III. – Attestation

Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.

#### AFFIDAVIT

##### *Compliance with Commission Rules and Service Standards*

I am an officer/agent of the applicant corporation, \_\_\_\_\_, and am authorized to make this statement on its behalf.  
(Name)

I attest that these tariffs comply with all applicable rules, including the Minimum Telephone Service Standards (MTSS) Pursuant to Chapter 4901:1-5 OAC for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules, including the Minimum Telephone Service Standards, as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on (Date) \_\_\_\_\_ at (Location) \_\_\_\_\_

\*(Signature and Title) \_\_\_\_\_ (Date) \_\_\_\_\_

- This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.

#### VERIFICATION

I, Robert Felgar, General Counsel of Startec Global Operating Company,

verify that I have utilized the Telecommunications Application Form for Routine Proceedings provided by the Commission 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) Robert Felgar, General Counsel (Date) 11/20/07

\_\_\_\_\_  
\*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.

**Send your completed Application Form, including all required attachments as well as the required number of copies, to:**

**Public Utilities Commission of Ohio  
Attention: Docketing Division  
180 East Broad Street, Columbus, OH 43215-3793**

**Or**

**Make such filing electronically as directed in Case No 06-900-AU-WVR**

**Section III. – Attestation**

**Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.**

**AFFIDAVIT**

***Compliance with Commission Rules and Service Standards***

I am an officer/agent of the applicant corporation, \_\_\_\_\_, and am authorized to make this statement on its behalf.  
(Name)

I attest that these tariffs comply with all applicable rules, including the Minimum Telephone Service Standards (MTSS) Pursuant to Chapter 4901:1-5 OAC for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules, including the Minimum Telephone Service Standards, as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

I declare under penalty of perjury that the foregoing is true and correct.


Executed on (Date) \_\_\_\_\_ at (Location) \_\_\_\_\_

\*(Signature and Title) \_\_\_\_\_ (Date) \_\_\_\_\_

- This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.

**VERIFICATION**

I, Thomas Perez-Ducy, President and Chief Executive Officer, Americatel Corporation, verify that I have utilized the Telecommunications Application Form for Routine Proceedings provided by the Commission 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)  President & CEO (Date) NOV. 18, 2007

*\*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.*

***Send your completed Application Form, including all required attachments as well as the required number of copies, to:***

**Public Utilities Commission of Ohio  
Attention: Docketing Division  
180 East Broad Street, Columbus, OH 43215-3793**

***Or***

***Make such filing electronically as directed in Case No 06-900-AU-WVR***

## **Attachments**

- Attachment A - Description of the Transaction**
- Attachment B - *Pro Forma* Corporate Restructuring Charts**
- Attachment C - Customer Notice Letter**
- Attachment D - List of Officers and Directors**
- Attachment E - Americatel Ohio Certificate of Good Standing**

**ATTACHMENT A**  
**Description of the Transaction**

Startec Global Operating Company ("Startec") and Americatel Corporation ("Americatel") (collectively, "Applicants"), by their attorneys, hereby respectfully request that the Public Utilities Commission of Ohio ("Commission") grant expedited approval under Chapter 4901:1-6 of the Ohio Administrative Code of a *pro forma* corporate restructuring involving the merger of the Applicants, with Americatel surviving.

The Commission recently approved Applicants' application for approval of a separate proposed transaction by which Applicants and their affiliate, Matrix Telecom, Inc. ("Matrix"), sought approval for certain financing arrangements scheduled to occur on or before April 8, 2008 and a related *pro forma* change of control whereby Startec will become an indirect subsidiary of Americatel on or before December 31, 2007 ("Financing Transaction"). See Case Number 07-1070-TP-CIO (Sep. 27, 2007). The proposed *pro forma* merger of Applicants, which is scheduled to occur no later than March 31, 2008, does not affect the approval received in the Financing Transaction, and the merger that is the subject of this Application is not a condition precedent to that financing.

In connection with the proposed transaction, Applicants also request consent for Startec to abandon its operating authority in Ohio. 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 authority to provide telecommunications services. No customers will be affected by this abandonment 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. In Ohio, Startec holds a Certificate of Public Convenience and Necessity to provide competitive telecommunications services.<sup>1</sup> Startec provides its services primarily to customers who place a significant number of calls to international destinations. A list of Startec's officers and directors is provided in Attachment D.

### **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

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<sup>1</sup> In Case No. 97-184-CT-ACE (Mar. 28, 1997), a predecessor of Startec received authority to provide competitive telecommunications services. This certificate was reissued to Startec Global Licensing Company ("SGLC"), a former sister company of Startec, in Case No. 98-1316-CT-ATR on November 2, 1998. As a result of a *pro forma* merger of Startec and SGLC on December 27, 2006, which Startec survived, Startec now holds this certificate. In anticipation of the restructuring, Startec filed amended tariffs, which reflected the minor change in name since the restructuring was otherwise 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 Commission approved the *pro forma* merger and reissued a certificate in Startec's name in Case No. 07-0340-TP-CIO on April 10, 2007.



the 48 contiguous states. In Ohio, Americatel holds a Certificate of Public Convenience and Necessity to provide competitive telecommunications services pursuant to Certificate No. 90-5797. *See* Case No. 97-1710-CT-ACE (Feb. 3, 1998). Based on its history of successful operations, Americatel has amply demonstrated its qualifications to serve Startec's customers. A list of Americatel's officers and directors is provided in Attachment D. A copy of Americatel's Ohio Certificate of Good Standing is provided as Attachment E.

### **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, EnergyTRACS Acquisition Corp. ("EnergyTRACS"), a Delaware corporation, and MTAC Holding Corporation, a Delaware corporation that is a wholly-owned subsidiary of EnergyTRACS. 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 its interest in Startec through EnergyTRACS and SGCC, which 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 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  
representative of Startec and Americatel:

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

## III. DESCRIPTION OF THE PROPOSED TRANSACTION

The Applicants intend to implement a *pro forma* corporate restructuring in which Startec will be merged with and into Americatel, with Americatel surviving. 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 Ohio, serving all Americatel and Startec customers. An illustrative chart describing this *pro forma* restructuring is attached hereto as Attachment B. 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 Ohio.

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.

Finally, Applicants will comply with the Federal Communications Commission's ("FCC's") rules governing the sale of a carrier's customer base, 47 C.F.R. § 64.1120(e). These rules require that every affected subscriber of Startec receive notice of the proposed transaction as prescribed under the FCC's rules; and that Americatel certify to the FCC that it has provided at least 30 days' written notice to each subscriber affected by this transaction, under 47 C.F.R. § 64.1120(e)(1-3). A copy of the notice that will be sent to all affected Startec subscribers in Ohio is set forth in Attachment C.<sup>2</sup>

#### **IV. PUBLIC INTEREST STATEMENT**

The proposed transaction will serve the public interest in Ohio. *First*, the proposed transaction will streamline and eliminate inefficiencies from the business and administrative

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<sup>2</sup> Separate customer notification requirements do not apply under the Ohio Administrative Code. Pursuant to Sections 4901:1-6-14(A), 4901:1-16 of the Ohio Administrative Code, customer notice is not required because the proposed merger will be completely transparent to customers, as described above. There will be no change in the carrier's name and the rates and conditions of existing service will remain the same.

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 Ohio residents.

*Second*, the proposed transaction will strengthen competition in Ohio 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 Ohio 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 Ohio.

*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.

## **V. REQUEST TO ABANDON STARTEC'S OPERATING AUTHORITY IN OHIO**

In connection with the proposed transaction, the Applicants also request consent for Startec to abandon its operating authority in Ohio. Applicants both currently hold authority to provide resold interexchange service in Ohio. As explained above, following the proposed transaction, Startec will cease to exist and Americatel will assume the customers and operations of Startec. 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 Ohio; thereby making Startec's operating authority unnecessary. No Customers will be affected by this relinquishment because, as explained above, no existing service will be discontinued, reduced, impaired or interrupted as a result of the *pro forma* merger. Accordingly, Applicants hereby request Commission consent for Startec to abandon its certificate in Ohio as of the date of closing of the proposed transaction, scheduled to occur on or before March 31, 2008. As explained above, Applicants will provide notice of the proposed *pro forma* merger to every affected subscriber of Startec, attached hereto as Exhibit C.

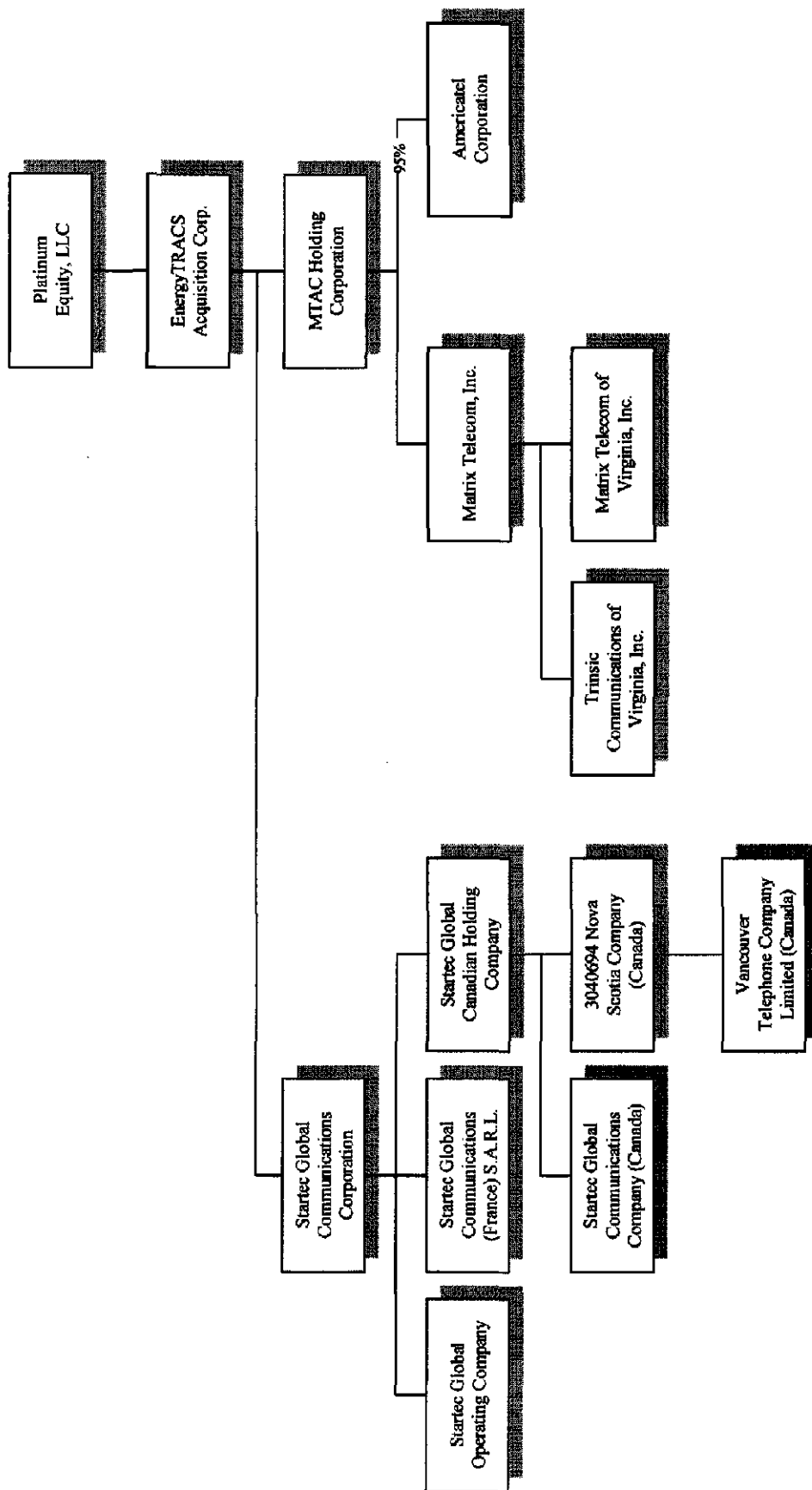
## **VI. CONCLUSION**

For the reasons stated above, the Applicants respectfully submit that the public interest, convenience and necessity would be furthered by approval of the proposed transaction.

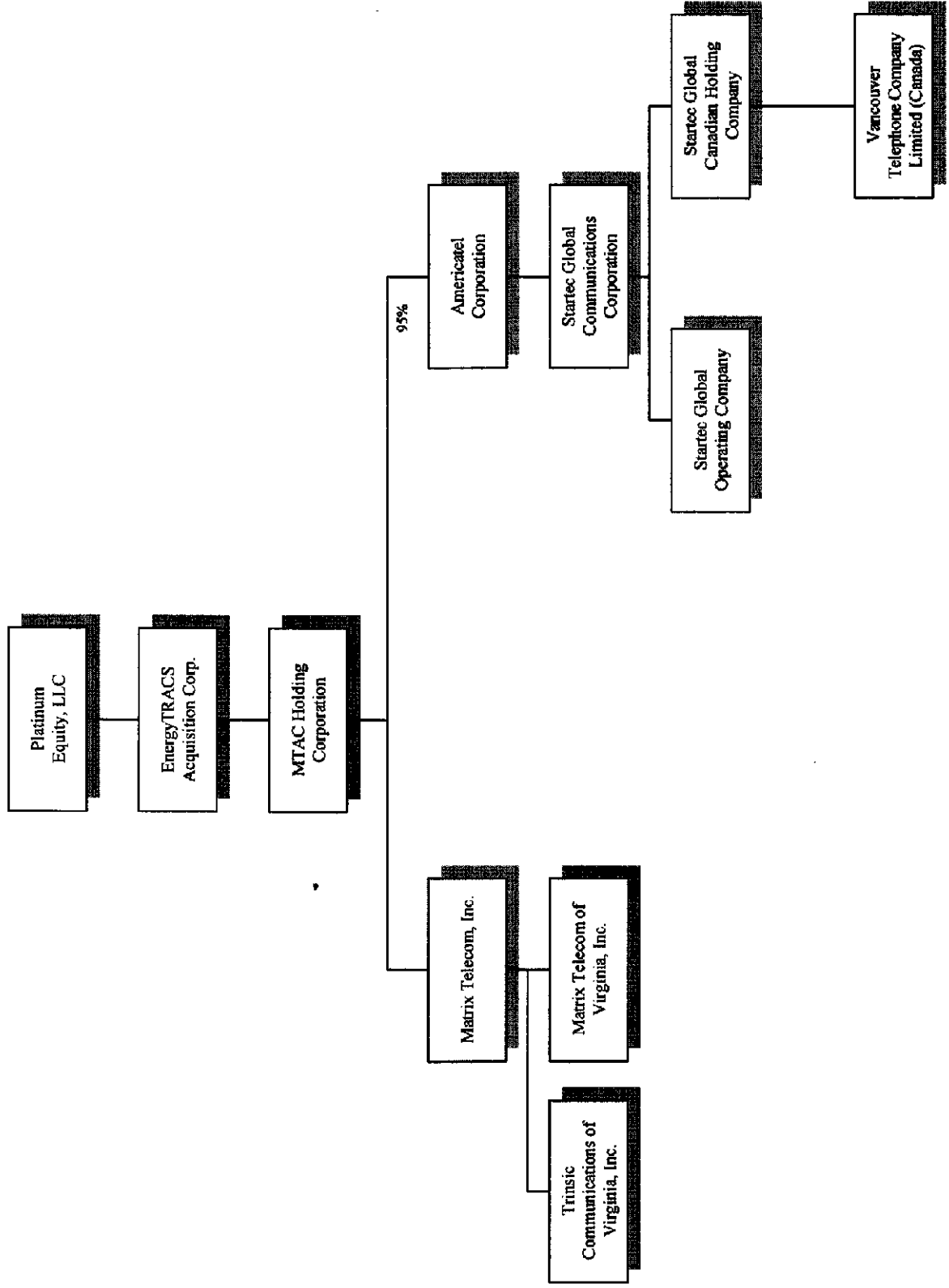
**Attachment B**

***Pro Forma* Corporate Restructuring Charts**

**Pre-Transaction Corporation Structure of Applicants (current)**

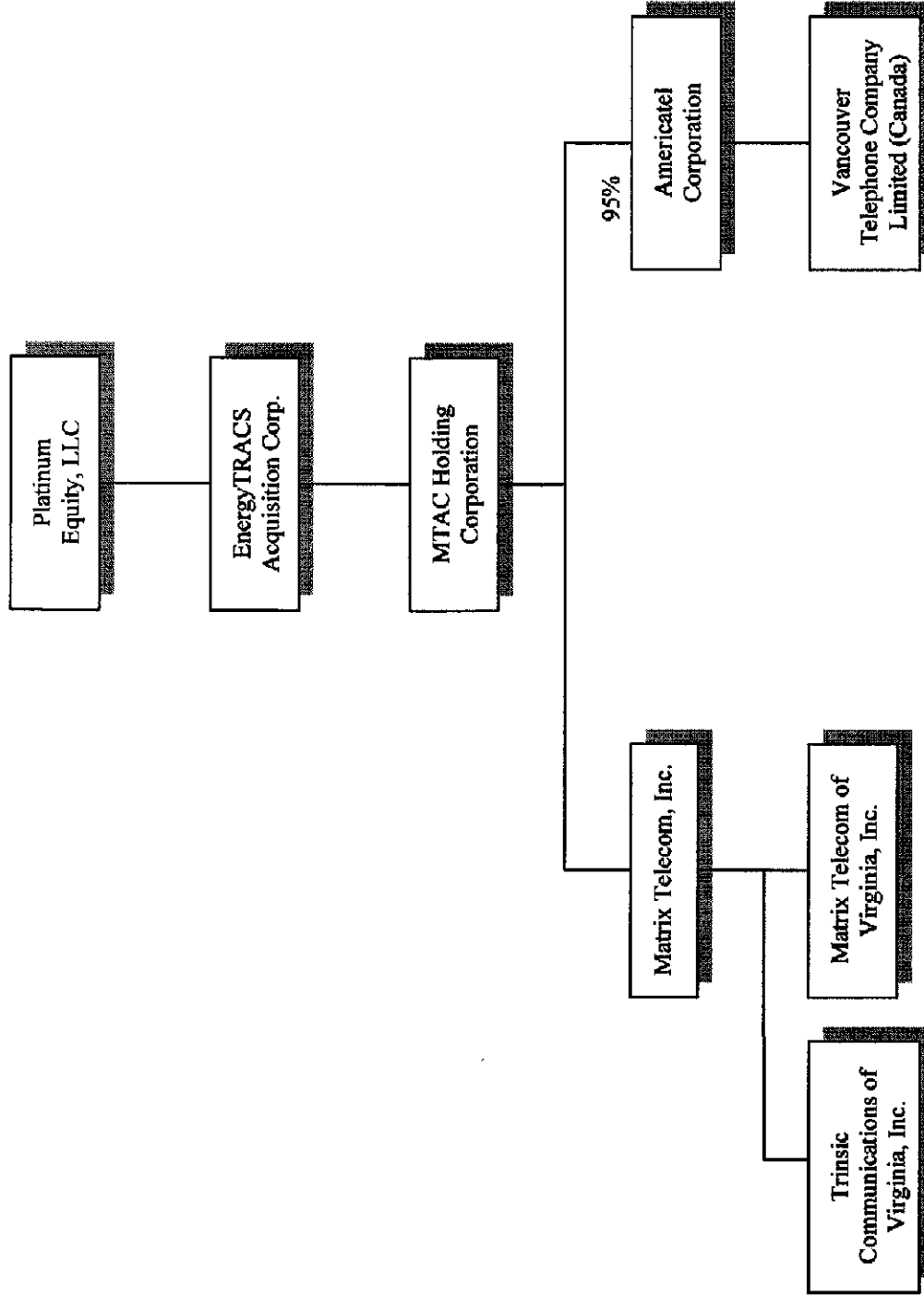


**Pre-Transaction Corporate Structure of Applicants (as of December 31, 2007)**





**Post-Transaction Corporate Structure of Applicants**



**Attachment C**

**Customer Notice Letter**



**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**

## **Attachment D**

### **List of Officers and Directors**

#### **1. Startec Global Operating Company**

Thomas H. Perez, President  
Robert J. Joubran, Vice President and Treasurer  
Eva M. Kalawski, Director, Vice President and Secretary  
Mary Ann Sigler, Vice President  
Stephen T. Zollo, Vice President  
Robert Felgar, General Counsel  
Sally A. Ward, Assistant Secretary  
Dawn Walloch, Assistant Treasurer

#### **2. Americatel Corporation**

Thomas H. Perez, President  
Robert J. Joubran, Vice President and Treasurer  
Eva M. Kalawski, Director, Vice President and Secretary  
Mary Ann Sigler, Vice President  
Stephen T. Zollo, Vice President  
Sally A. Ward, Assistant Secretary  
Dawn Walloch, Assistant Treasurer

**Attachment E**

**Americatel Ohio 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 AMERICATEL CORPORATION, a Delaware corporation, having qualified to do business within the State of Ohio on November 14, 1997 under License No. 997565 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 26th day of November, A.D. 2007*

A handwritten signature in cursive script, reading "Jennifer Brunner".

**Ohio Secretary of State**

**Validation Number: V2007330N72718**