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April 20, 2006

**RECEIVED**

**APR 21 2006**

**PUBLIC SERVICE  
COMMISSION**

**BY OVERNIGHT MAIL**

Public Service Commission of Kentucky  
Attn: Brent Kirtley  
211 Sower Boulevard  
P.O. Box 615  
Frankfort, KY 40602

Re: Americatel Corporation d/b/a 1010 123 Americatel, Ametex, Amextel and 1 800 3030  
123 Americatel Collect – Notice of Transfer of Control

Dear Mr. Kirtley:

Americatel Corporation d/b/a 1010 123 Americatel, Ametex, Amextel and 1 800 3030 123 Americatel Collect (“Americatel”), pursuant to the Rules of the Public Service Commission of Kentucky (“Commission”), advises the Commission of a transaction that will result in a transfer of control of a telecommunications company authorized to operate in Kentucky. As described below, Platinum Equity, LLC (“Platinum Equity”) will acquire from Almendral, S.A. (“Almendral”), Empresa Nacional de Telecomunicaciones S.A. (“ENTEL”) and its subsidiary, ENTEL International B.V.I. Corporation (“BVI”), through a stock purchase agreement (the “Stock Purchase Agreement”), 80 percent of the equity of, and thus a controlling interest in, Americatel (hereinafter the “Transaction”). Although Americatel’s parent will change, Americatel will continue to provide services in Kentucky under existing service arrangements, pursuant to its certification granted by the Commission. Therefore, the Transaction will be transparent to customers of Americatel receiving services in Kentucky. Attached hereto as Exhibit A are organizational charts that illustrate the current corporate structure of the Parties and the structure that will exist immediately following consummation of the proposed transfer of control.

Based on a review of Kentucky law, it is Americatel’s understanding that no state regulatory approval to complete the Transaction is required in Kentucky. Accordingly, Americatel submits this letter in order to ensure the continuing accuracy of the Commission’s records. An original of this letter, along with one (1) copy for date-stamp and return are enclosed. Please date-stamp the copy of this letter and return it in the self-addressed, stamped envelope, that is also enclosed.

Americatel further states as follows:

I. THE PARTIES

A. ALMENDRAL, ENTEL AND BVI (Transferors)

In March, 2005, Almendral, a corporation organized under the laws of Chile, acquired a 54.76 percent controlling interest in ENTEL, thus becoming the ultimate parent of Americatel.<sup>1</sup> ENTEL, a corporation organized under the laws of Chile, with headquarters in Santiago, Chile, is one of the largest carriers in that nation and is a pioneer in the privatization of Latin America's telecommunications industry. ENTEL provides mobile and long distance, local telephony, data and Internet services in Chile. In addition to its United States presence through Americatel, ENTEL also has operations in Central America, Venezuela and Peru. The Company is listed on the Chilean Stock Exchange (Bolsa de Comercio de Santiago) under the ticker symbol ENTEL.

ENTEL holds a 100 percent ownership interest in BVI, a corporation organized under the laws of the British Virgin Islands. BVI, in turn, holds an 80 percent ownership interest in Americatel.<sup>2</sup> BVI is simply an intermediate holding company for Americatel and does not have any assets, operations or customers.

B. AMERICATEL (Licensee)

Americatel is a corporation organized under the laws of the State of Delaware, with its headquarters at 4045 NW 97<sup>th</sup> Avenue, Miami, Florida 33178. Serving the needs of its Kentucky customers to the Latin America and Caribbean regions, Americatel provides international and domestic long distance services, including "dial around" casual calling (*i.e.*, "1010XXX") service and presubscribed 1+ calling services. In Kentucky, Americatel received authority to provide interexchange services in Utility No. 5136900, granted by the Commission in March 1998. In addition to its operations in Kentucky, Americatel is also authorized to provide interstate and intrastate long distance services throughout the contiguous United States.

C. PLATINUM EQUITY (Transferee)

Platinum Equity is a limited liability company formed under the laws of Delaware, and is headquartered in Beverly Hills, California. Platinum Equity specializes in the merger, acquisition and operation of companies that provide services and solutions to customers in a broad range of business

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<sup>1</sup> See Letter to Thomas Dorman re: Americatel Corp. d/b/a 123 Americatel Notice of Indirect Transfer of Control, dated January 31, 2005. Almendral is not a party to the instant transaction, nor is any action or approval on the part of Almendral required to effect the contemplated transaction; the decision to sell all of the issued and outstanding shares of Americatel held by BVI was taken entirely at the ENTEL, BVI, and Americatel levels, and was a decision made within the duly authorized corporate powers of those entities. The consummation of the transaction contemplated in the Stock Purchase Agreement will extinguish any and all direct and indirect interest in Americatel of Almendral.

<sup>2</sup> The remaining 20 percent of Americatel's equity is currently held by three corporations, one of which is a Florida corporation and the other two of which are non-United States-chartered corporations. None of these corporations holds 10 percent or more of the equity of Americatel. These minority shareholders hold tag along rights to sell all of their Americatel shares to Platinum Equity in connection with this transaction. If the minority shareholders exercise these tag along rights, Platinum Equity will acquire as much as 100 percent of the issued and outstanding shares of Americatel as a result of this transaction. These tag along rights are exercisable solely at the discretion of the minority shareholders.

markets, including information technology, telecommunications, 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.

Since 1999, Platinum Equity has indirectly held 100 percent of the equity of Matrix Telecom, Inc. ("Matrix"), 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 throughout the United States. Matrix is authorized to provide resold local exchange and resold long distance services in Kentucky.<sup>3</sup> In 2005, Matrix completed the acquisition of certain assets from Global Crossing Telecommunications, Inc. ("GC") primarily consisting of the customer base of GC's Small Business Group.<sup>4</sup> In addition, Platinum Equity indirectly holds 51 percent of the equity of Operator Service Company, LLC, a provider of operator services, directory assistance, interactive voice response, and customer relationship management services.<sup>5</sup>

## II. DESCRIPTION OF THE TRANSACTION

Americatel is a subsidiary of BVI, which, in turn, is a wholly owned subsidiary of ENTEL, a domestic and international long distance carrier in Chile. ENTEL is organized under that nation's laws. As discussed above, in March, 2005, Almendral, a corporation organized under the laws of Chile, acquired a 54.76 percent controlling interest in ENTEL, thus becoming the ultimate parent of Americatel.

Through the Stock Purchase Agreement, Platinum Equity will acquire 80 percent of the equity in, and thus control of, Americatel from BVI.<sup>6</sup> The proposed Transaction will be completed at the holding company level and consummation of the Transaction will not result in any transfer or assignment of the operating authority held by Americatel or its customers or result in a name change by Americatel. As indicated above, immediately following the Transaction, Americatel expects to continue to conduct its operations in substantially the same manner in which those operations are currently conducted, and customers of Americatel will continue to receive services under the same rates, terms and conditions that currently apply to those services. As a result thereof, the proposed Transaction will be transparent to customers served in Kentucky by Americatel in terms of the services that they receive.

## III. PUBLIC INTEREST STATEMENT

The transfer of control of Americatel is occurring because ENTEL has decided to refocus its business operation on Latin American markets, while ensuring that Americatel has access to sufficient financial resources from Platinum Equity. Under the new Platinum Equity ownership, day-to-

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<sup>3</sup> See Letter from Public Service Commission Accepting Local Exchange Reseller Tariff, Filing No. TFS2005-00386 (May 10, 2005) and Order Granting Application of Matrix Telecom, Inc. for a Certificate of Convenience and Necessity to Operate as a Reseller of Telecommunications Services in Kentucky, Case No. 90-270 (March 13, 1991).

<sup>4</sup> See Letter Notification from Judith Riley to the Kentucky Public Service Commission re: Transfer of Assets from Global Crossing to Matrix Telecom, Inc. (filed March 24, 2005).

<sup>5</sup> In addition to its experience with Matrix and Operator Service Company, LLC, Platinum Equity has invested in other telecommunications-related companies, including iET Solutions, LLC, a provider of customer relationship management software.

<sup>6</sup> It is possible that Platinum Equity may acquire the Americatel shares through an intermediate wholly-owned subsidiary. In such a case, Platinum Equity will remain the controlling party.

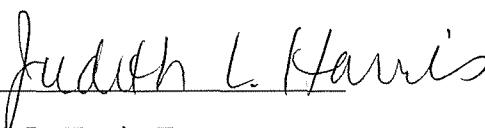
day operations of Americatele in the United States will continue in order to maintain the provision of high-quality services to customers. Platinum Equity is financially well qualified to continue and expand the operations of Americatele. Thus, the Transaction described above, will serve the public interest by enabling Americatele to continue to offer its existing services and providing Americatele with access to additional resources that will allow Americatele better to assess and implement its business strategies going forward.

In addition, the proposed change in ownership will not inconvenience, confuse or otherwise harm Americatele's customers. Indeed, the proposed Transaction will be completely transparent to Americatele's customers in Kentucky. In sum, the proposed Transaction is expected to enable Americatele to continue to provide high-quality telecommunications services in Kentucky, which should invigorate competition and, thereby, benefit consumers of telecommunications services in Kentucky.

#### IV. CONCLUSION

For the reasons stated above, Americatele respectfully submits that the Transaction will serve public interest, convenience and necessity. Questions regarding this letter may be directed to the undersigned.

Respectfully submitted,  
Americatele Corporation

By 

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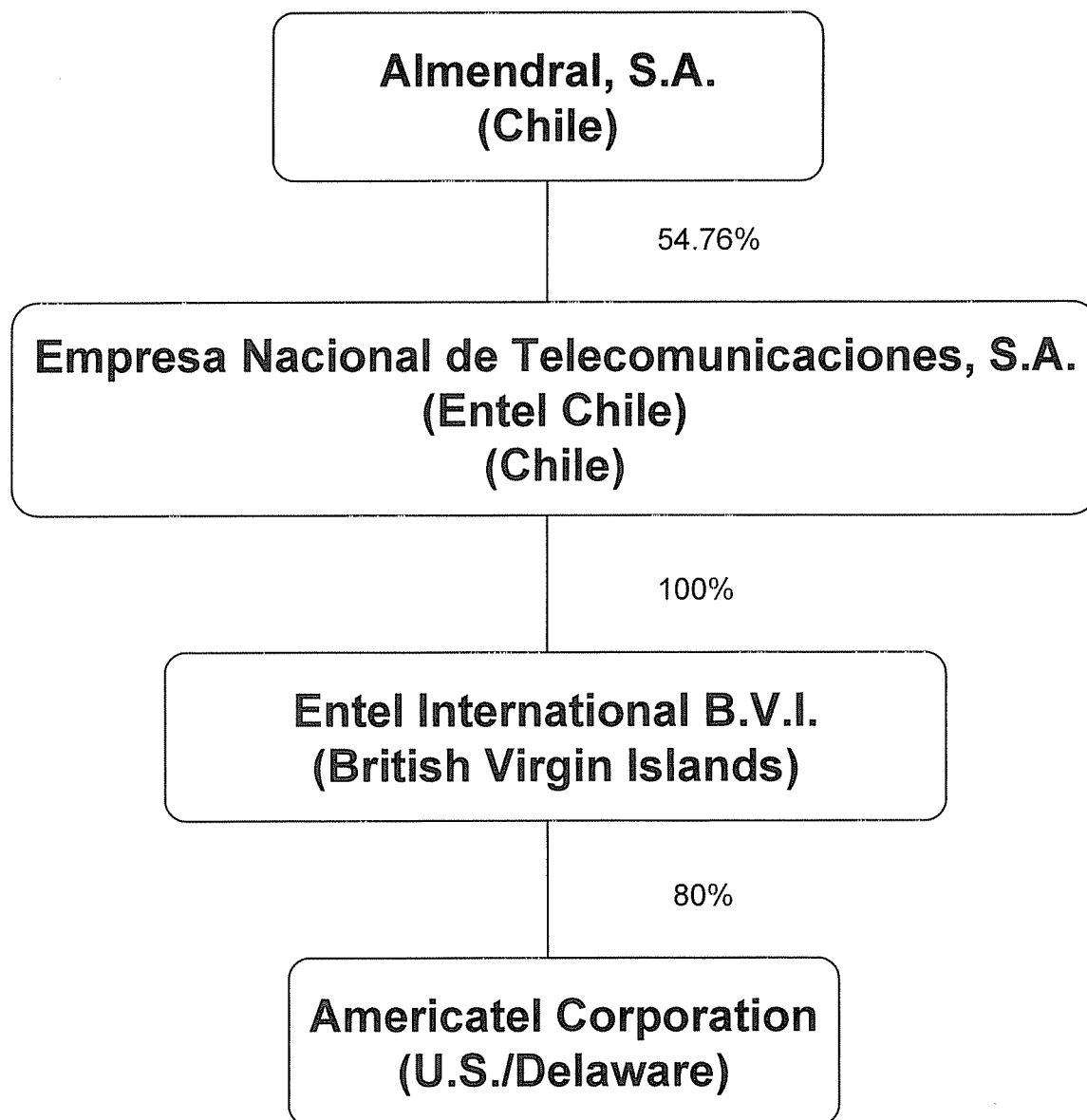
Counsel for Americatele Corporation

JLH;jes

Enclosures

**EXHIBIT A**  
**ORGANIZATIONAL CHARTS**

**Americatel Corporation  
(Ownership Pre-Transaction,  
Showing Citizenship and State of  
Incorporation, Where Applicable)**



# Americatel Corporation

(Ownership Post-Transaction,  
Showing Citizenship and State of  
Incorporation, Where Applicable)

