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Bingham Consulting
Group LLC
2020 K Street NW
Washington, DC
20006-1806

April 6, 2007

Via FedEx

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Elizabeth O'Donnell, Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, Kentucky 40602-8294

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Re: Notification of the Indirect Transfer of Control of Startec Global Operating Company to Platinum Equity, LLC

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

Dear Ms. O'Donnell:

Startec Global Communications Corporation ("SGCC"), Startec Global Operating Company ("Startec") and Platinum Equity, LLC ("Platinum") (collectively, "Parties"), by their undersigned counsel and pursuant to the Orders issued in Administrative Case No. 359 on June 21, 1996, hereby notify the Kentucky Public Service Commission ("Commission") of a transaction that will result in the indirect transfer of control of Startec, a subsidiary of SGCC, to Platinum. In addition, Startec notifies the Commission of a *pro forma* corporate restructuring that occurred on December 27, 2006.

It is the Parties' understanding that Commission approval is not required in connection with the transactions described herein. Accordingly, this letter is filed for informational purposes only to ensure the continuing accuracy of the Commission's records.

Description of the Parties

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 Kentucky, Startec holds a registration to provide resold interexchange

telecommunications services (the "Registration").¹ Startec provides its services primarily to customers who place a significant number of calls to international destinations.

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, 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.

Description of the Transaction

SGCC and Buyer entered into an Agreement and Plan of Merger dated as of March 5, 2007 (the "Agreement") whereby Merger Sub 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 A.

Immediately following the consummation of the transfer of control, Startec will continue to offer service with no change in the rates or terms and conditions of service resulting from the transfer of control. Further, Startec will continue to provide service to its

¹ The Registration to provide intrastate interexchange services was originally filed by Startec Global Licensing Company ("SGLC"). In anticipation of the *pro forma* restructuring, SGLC filed a replacement tariff to change the name to Startec, which was accepted by the Commission in File No. TFS2005-01948 on January 19, 2006.

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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 Kentucky.

In addition, and to the extent necessary, Startec also notifies the Commission of a *pro forma* corporate restructuring completed December 27, 2006, in which SGLC, an entity that was also 100% owned by SGCC and which originally held the Registration, 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 Registration. On advice of its outside consultants, Startec characterized this transaction as a change in carrier name and filed a replacement tariff reflecting the Startec name, which was accepted by the Commission in File No. TFS2005-01948 on January 19, 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.

Bingham McCutchen LLP
bingham.com

Public Interest Statement

The Parties 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 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.

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 hundreds of Kentucky residents. Moreover, the transaction will also put Startec in a better position to expand its service offerings, to the ultimate benefit of its customers.

The Parties 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.



* * * *

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An original and ten (10) copies of this filing are enclosed. Please date-stamp the enclosed extra copy of this filing and return it in the attached self-addressed stamped envelope. Should you have any questions concerning this filing, please do not hesitate to contact us.

Respectfully submitted,

Bingham McCutchen LLP
bingham.com


Catherine Wang
Brett P. Ferenczak
Jeffrey R. Strenkowski 

Counsel for Startec

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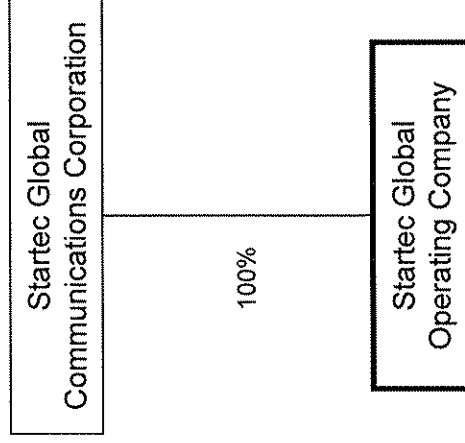
Counsel for Platinum

Attachments

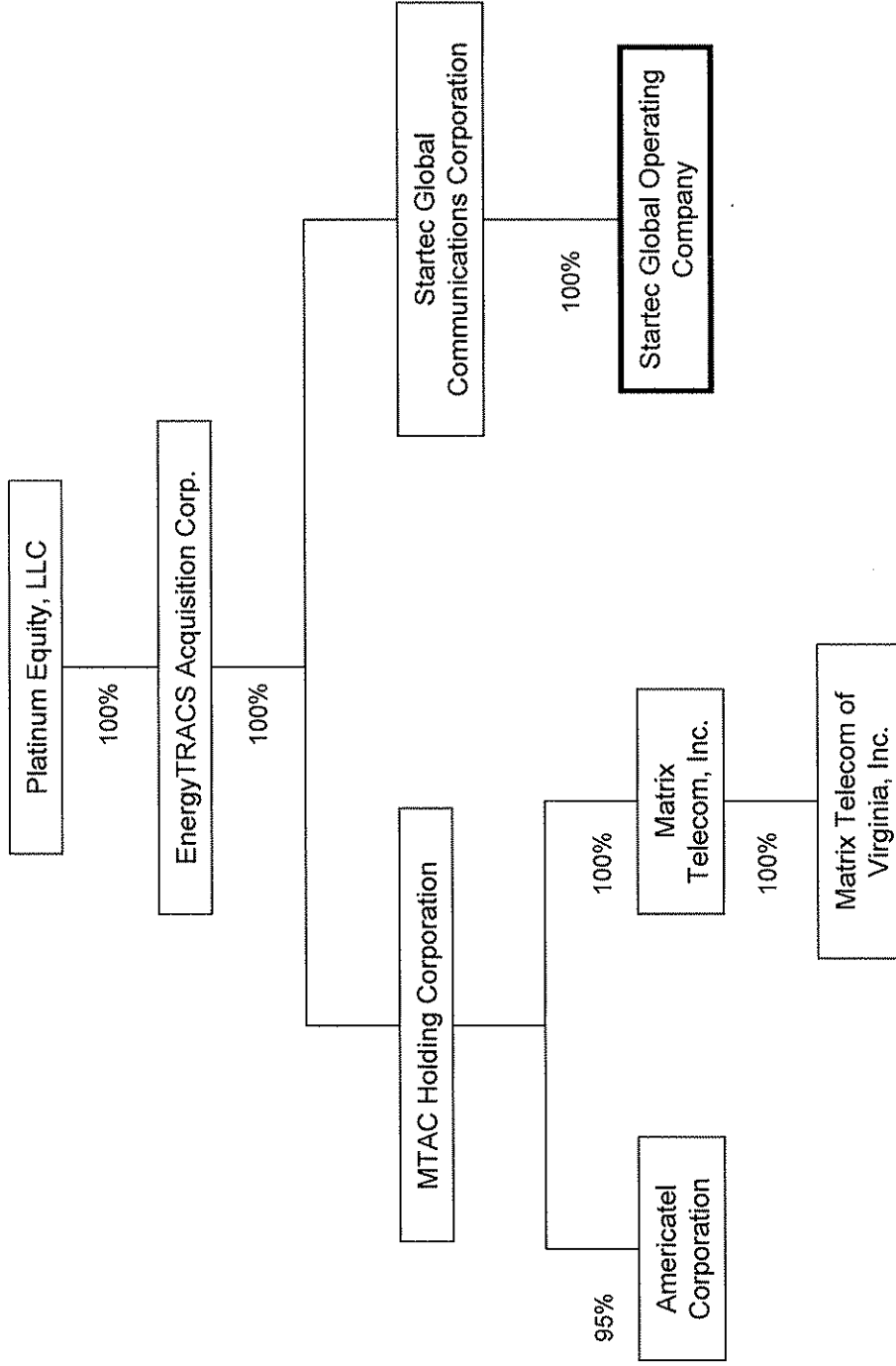
EXHIBIT A

Pre- and Post-Transaction Corporate Restructuring Charts

Pre-Transaction Corporate Structure of Startec



Post-Transaction Corporate Structure of Startec



STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

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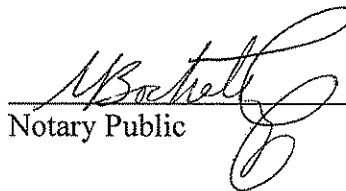
VERIFICATION

I, Eva M. Kalawski, state that I am Executive Vice President, General Counsel and Secretary of Platinum Equity, LLC; that I am authorized to make this Verification on behalf of Platinum Equity, LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



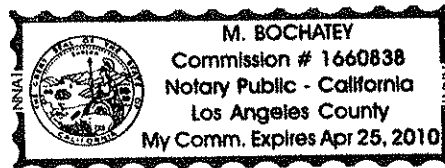
Eva M. Kalawski
Executive Vice President, General Counsel &
Secretary
Platinum Equity, LLC

Sworn and subscribed before me this 23 day of March, 2007.



Notary Public

My commission expires April 25, 2010



STATE OF MARYLAND
COUNTY OF MONTGOMERY

§
§
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VERIFICATION

I, Robert Felgar, state that I am General Counsel and Secretary of Startec Global Operating Company; that I am authorized to make this Verification on behalf of Startec Global Operating Company; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

Robert Felgar
Robert Felgar
General Counsel & Secretary
Startec Global Operating Company

Sworn and subscribed before me this 15th day of March, 2007.

[Signature]
Notary Public

My commission expires 6/18/07

