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Date	4-21-06

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April 20, 2006

BY OVERNIGHT MAIL

Sharla Dillon, Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

06-00120

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

Dear Ms. Dillon:

On behalf of Americatel Corporation, d/b/a 1010 123 Americatel, Ametex, Amextel and 1 800 3030 123 Americatel Collect ("Americatel"), enclosed please find an original and required copies of a petition relating to the proposed transfer of control of Americatel. An additional copy for date-stamping has been enclosed as well. A check for \$25 is also enclosed.

Exhibit B to Americatel's filing is being provided under seal, in accordance with Commission rules. The exhibit contains financial data for Platinum Equity LLC. This type of data is not normally made available to the public. Moreover, given the competitive nature of the telecommunications market, public disclosure of these financial results would likely provide competitors with information that could be used in the market against the parties. Therefore, Americatel respectfully requests on behalf of Platinum Equity, LLC that this Exhibit be accorded confidential treatment and not be made a part of the public record in this proceeding or otherwise be disclosed to the public.

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

Respectfully submitted,

Judith C. Harris

Judith L. Harris
Counsel for Americatel Corporation

Before the
TENNESSEE REGULATORY AUTHORITY

In the Matter of the Petition of)
)
)

Case No. _____

AMERICATEL CORPORATION)
D/B/A 1010 123 AMERICATEL,)
AMETEX, AMEXTTEL,)
1 800 3030 123 AMERICATEL COLLECT)
)

to Complete a Transfer of Control of an)
Authorized Carrier)
)

PETITION

I. INTRODUCTION

Pursuant to Section 65-4-113 of the Tennessee Code Ann. §65-4-113 and the Rules of the Tennessee Regulatory Authority ("Authority"), Americatel Corporation d/b/a 1010 123 Americatel, Ametex, Amextel, and 1 800 3030 123 Americatel Collect, ("Americatel" or "Petitioner"), respectfully requests authority for the transfer of control of Americatel, a carrier authorized to operate in Tennessee, to Platinum Equity, LLC ("Platinum Equity"). As described below, the proposed transaction ("Transaction") will be completed at the holding company level and will not change the rates, terms or conditions of Americatel's service. Therefore, the Transaction will be transparent to customers of Americatel receiving services in Tennessee.

As described in greater detail below, 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, the Petitioner. Although Americatel's parent will change, Americatel will continue to provide

services in Tennessee under existing service arrangements, pursuant to its certification granted by the Authority. 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.

Immediately following the proposed Transaction, customers of Americatel in Tennessee will continue to receive services under the same rates, terms or conditions as those same services are presently provided. The Parties intend to close the Transaction within 120 days after the date that the Stock Purchase Agreement was executed.¹ Accordingly, Petitioner respectfully requests that the Commission approve this Petition as expeditiously as possible, in order to allow Petitioner to consummate the Transaction described in this Petition within 120 days after the execution of the Stock Purchase Agreement.

In support of this Petition, Americatel provides the following information:

II. 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.² 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

¹ The Stock Purchase Agreement was executed March 23, 2006.

² *In Re Petition of Americatel Corporation D/B/A 123 Americatel to Complete A Transfer of Control of an Authorized Carrier*, Docket No. 05-00044, Order executed March 21, 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.

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.³ 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 97th Avenue, Miami, Florida 33178. Serving the needs of its Tennessee 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 Tennessee, Americatel received authority to provide operator services and/or resell telecommunications services in Docket No. 98-00065, granted by the Authority on February 2, 1999. In addition to its operations in Tennessee, Americatel is also authorized to provide interstate and intrastate long distance services throughout the contiguous United States.

³ 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 more than 10 percent 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.

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 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 resell local and interexchange telecommunications services in Tennessee.⁴ 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.⁵ In addition, Platinum Equity indirectly holds 51 percent of the equity of

⁴ See Order Granting Authority to Resell Local Telecommunication Services in Tennessee, Docket No. 05-00083 (June 30, 2005) and Order Granting Application for Authority for Operator Services and/or Resell Interexchange Telecommunications Services, Case No. 95-03215 (October 13, 1995).

⁵ See *In Re: Joint Application of Matrix Telecom, Inc. and Global Crossing Telecommunications, Inc., Global Crossing Local Services, Inc. and Global Crossing Telemanagement, Inc. for Expedited Approval of the Transfer of Certain Assets and a Waiver of Applicable Anti-Slamming Regulations*, Docket No. 05-00094 (Approved July 19, 2005).

Operator Service Company, LLC, a provider of operator services, directory assistance, interactive voice response, and customer relationship management services.⁶

III. CONTACT INFORMATION

Questions or comments regarding this Petition should be directed to:

Judith L. Harris, Esq.
James P. Schulz, Esq.
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Washington, D.C. 20005
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202-414-9299 (Fax)
jlharris@reedsmith.com
jpschulz@reedsmith.com

IV. 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 of, and thus a controlling interest in, Americatel from BVI.⁷ 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

⁶ 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.

⁷ 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.

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 Tennessee by Americatel in terms of the services that they receive.

V. 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-day operations of Americatel in the United States will continue in order to maintain the provision of high-quality services to customers. As demonstrated by Exhibit B, which contains Platinum Equity's most recent financial information and is being filed under seal, Platinum Equity is financially well qualified to continue and expand the operations of Americatel. Thus, the Transaction described above, will serve the public interest by enabling Americatel to continue to offer its existing services and providing Americatel with access to additional resources that will allow Americatel better to assess and implement its business strategies going forward.

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

The public interest will also be served by consideration and approval of the Transaction promptly. As noted above, the Parties hope to close the Transaction promptly so that Americatel and its customers can quickly benefit from their new association with Platinum Equity and its resources.

VI. CONCLUSION

For the reasons stated above, Petitioner respectfully submits that the public interest, convenience and necessity would be furthered by a grant of this Petition. Indeed, failure to grant this petition expeditiously would directly harm the public interest. Therefore, Petitioner respectfully requests that the Authority expedite its treatment of this Petition to permit Petitioner to consummate the proposed Transaction as soon as possible and no later than 120 days after the execution of the Stock Purchase Agreement.

Respectfully submitted,
Americatel Corporation

By Judith L. Harris

Judith L. Harris, Esq.

James P. Schulz, Esq.

Reed Smith LLP

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Washington, D.C. 20005

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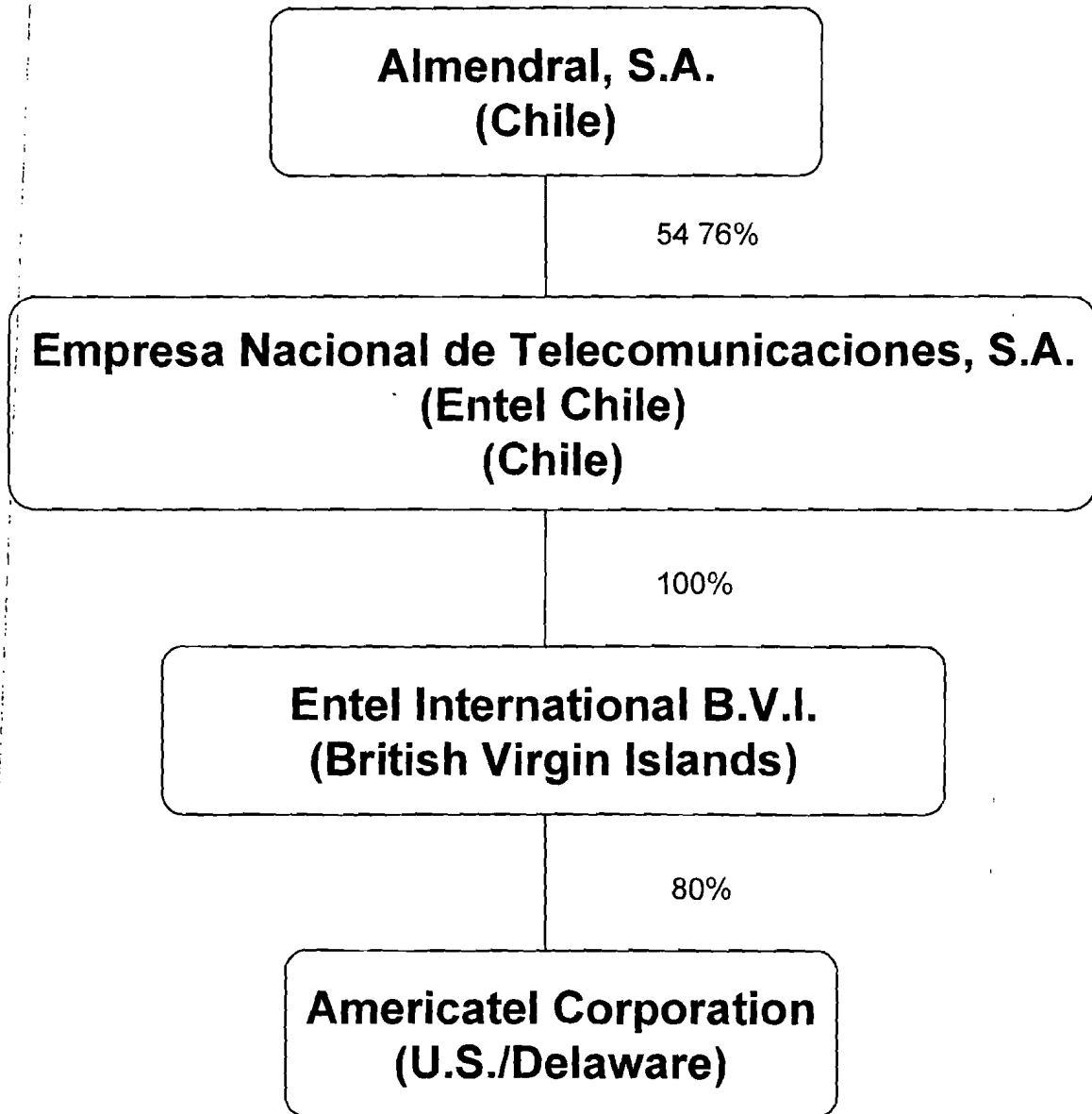
Dated: _____

4/20/06

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)**

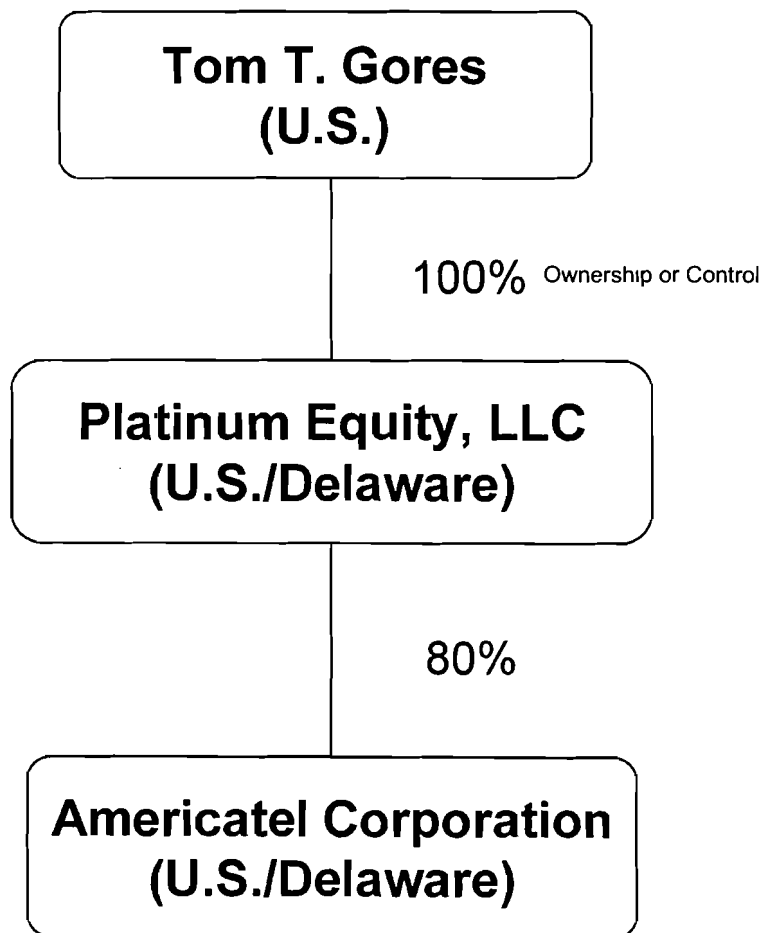


EXHIBIT B

**PLATINUM EQUITY, LLC
FINANCIAL INFORMATION**

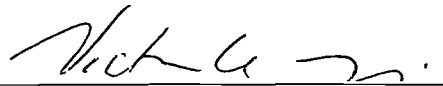
CONFIDENTIAL: FILED UNDER SEAL

VERIFICATION

STATE OF FLORIDA)

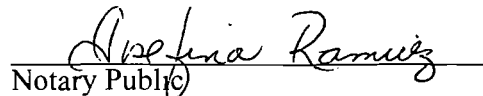
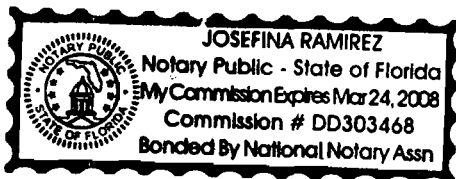
COUNTY OF MIAMI DADE)

I, Victor Lago, state that I am Vice President of Legal Services and General Counsel for Americatel Corporation, d/b/a 1010 123 Americatel, Ametex, Amextel, 1 800 3030 123 Americatel Collect ("Americatel"), the Petitioner in the foregoing Petition, that I am authorized to make this Verification on behalf of Americatel, that the foregoing Petition was prepared under my direction, and that the contents are true and correct to the best of my knowledge, information and belief



Victor Lago
Vice President of Legal Services and
General Counsel
Americatel Corporation

Sworn and subscribed before me this 19th day of April, 2006


Notary Public

My commission expires Mar. 24, 2008