

TENNESSEE REGULATORY AUTHORITY



Sara Kyle, Chairman
Eddie Roberson, Director
Pat Miller, Director
Ron Jones, Director

460 James Robertson Parkway
Nashville, Tennessee 37243-0505

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October 2, 2006

Richard R. Cameron, Counsel
Berin M. Szoka, Counsel
LATHAM & WATKINS LLP
555 11th Street, N.W., Suite 1000
Washington, DC 20004

RE: Docket 06-00240: Joint Petition of Matrix Telecom, Inc. and Americatel Corporation
for Approval of Certain Financing Arrangements and a Pro Forma Transfer of Control

Dear Messrs. Cameron and Szoka:

In order to fully analyze the above-referenced petition, the Tennessee Regulatory Authority (TRA or Authority) requires additional information. Please provide the information requested below by October 9, 2006, and refer to this correspondence as Data Request No. 1 in the response.

1. Have the petitioners filed similar petitions or notices in other states? If so, provide a listing of states and action taken.
2. Have the petitioners filed a similar petition with the FCC or other federal agency? If so, list any action taken and the associated file(s) or document number(s). If a schedule to complete the review of your application has been established by any federal agency, provide such with your response.
3. Provide the number of customers that both Matrix Telecom, Inc. ("Matrix") and Americatel Corporation ("Americatel") currently have in Tennessee.
4. On Page 5 of the Petition filed with the Authority on September 25, 2006, item Number 3 certifies that in the second phase (of the Credit Agreement), upon receipt of all necessary regulatory approvals, Petitioners will pledge all of their assets as collateral for this indebtedness and will have their stock pledged as further collateral. Will any Tennessee assets be pledged as collateral for any debt issued? If so, list the specific Tennessee assets that will be used and/or pledged as security or guaranty.

If you have any questions, or need further assistance, please call me at 615-741-2904, ext. 196 or e-mail me at Carlos.Black@state.tn.us. Please respond by sending the original and 13 copies either by U.S. Mail or express mail. Alternatively, you may send the original and four (4) copies along with an electronic file of the original document to:

Ms. Sharla Dillon, Docket Room Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Sincerely,

A handwritten signature in black ink that reads "Carlos Black". The signature is fluid and cursive, with the first name "Carlos" and last name "Black" clearly distinguishable.

Carlos Black, Utility Rate Analyst
Economic Analysis & Policy Division

c: Mr. Scott Klopach
Mr. Victor A. Lago

Mrs. Sara Kyle, Chairman
Ms. Sharla Dillon, Docket Room Manager