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T.R.A. DOCKET ROOM

October 9, 2006

Ms. Sharla Dillon, Docket Manager  
Tennessee Regulatory Authority  
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Nashville, Tennessee 37243-0505  
ATTN: Carlos Black

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Re: Joint Petition of Matrix Telecom and Americatel Corporation, Docket No. 06-00240

Dear Ms. Dillon:

This letter provides the information requested in Data Request No. 1 issued by the Commission on October 2, 2006 in the above-mentioned matter. Please note that Exhibit A is being provided ***under seal*** for the reasons discussed below.

**Question #1:** Have the petitioners filed similar petitions or notices in other states? If so, provide a listing of states and action taken.

**Answer:** Petitioners have filed similar petitions in Arizona, Georgia, Hawaii, Indiana, Nebraska, New York and Pennsylvania. Approval of the financing and/or of the transfer of control is still pending in all these states. West Virginia has approved the financing transaction to the extent required by West Virginia law but is still considering Petitioners' application for approval of the *pro forma* transfer of control. Petitioners expect to file shortly in Colorado.

**Question #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 numbers(s). If a schedule to complete the review of your application has been established by any federal agency, provide such with your response.

**Answer:** Americatel has filed an application (SES-T/C-INTR2006-02731) with the FCC for approval of the *pro forma* transfer of control insofar as the transfer of control of two Americatel earth stations requires FCC approval. The FCC has not established a schedule for review of this application.

**Question #3:** Provide the number of customers that both Matrix Telecom, Inc. ("Matrix") and Americatel Corporation ("Americatel") currently have in Tennessee.

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**Answer:** Petitioners have provided their respective numbers of customers currently served in Tennessee in Exhibit A. These customer counts are filed confidentially *under seal*, as they constitute trade secret information proprietary to the respective companies, and this information is not routinely disclosed in any public forum. Petitioners respectfully request that this information be withheld from the public record of this proceeding.

**Question #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.

**Answer:** Petitioners have no physical assets in Tennessee but will pledge their Tennessee accounts receivable as collateral for the debt under the Credit Agreement described in their Joint Petition.

Please find enclosed one original and thirteen (13) copies of this letter. Should you have any questions regarding this filing, please do not hesitate to contact me. Please stamp and return to me in the enclosed envelope the copy provided for that purpose.

Very truly yours,



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Berin M. Szoka  
Attorney For Matrix Telecom, Inc.  
and Americatel Corporation

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**EXHIBIT A**

**CONFIDENTIAL – FILED UNDER SEAL**