

LATHAM & WATKINS LLP

RECEIVED

2006 OCT 25 PM 12:58

T.R.A. DOCKET ROOM

October 24, 2006

**VIA FEDERAL EXPRESS**

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

Dear Ms. Dillon:

**RE:** Matrix Telecom, Inc. and Americatel Corporation  
Supplement to Joint Petition for Approval of *Pro Forma* Transfer of Control  
and Debt Financing, Docket No. 0600240

This letter is filed on behalf of Matrix Telecom, Inc. ("Matrix") and Americatel Corporation ("Americatel") (collectively, the "Petitioners") and supplements the above-captioned Petition by providing the following information.

As described in the Petition, the Petitioners entered into a Credit Agreement on September 14, 2006, to which the other parties were EnergyTRACS Acquisition Corp. ("EnergyTRACS," the immediate parent of the Petitioners), HBK Investments, L.P. ("HBK") as Arranger and Administrative Agent, and PCRL III Investments L.P. ("PCRL III") as Lender. On October 13, 2006, HBK resigned as Administrative Agent, and PCRL III appointed itself as the successor Administrative Agent. This change has no impact on identity of the Lender or Petitioners, or the terms and conditions of the Credit Agreement. This change does not affect the routine nature of the *pro forma* reorganization or financing transaction, which will continue to benefit consumers for the reasons stated in the Petition.

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

Very truly yours,



---

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

555 Eleventh Street, N.W., Suite 1000  
Washington, D.C. 20004-1304  
Tel: (202) 637-2200 Fax: (202) 637-2201  
www.lw.com

FIRM / AFFILIATE OFFICES

Brussels	New York
Chicago	Northern Virginia
Frankfurt	Orange County
Hamburg	Paris
Hong Kong	San Diego
London	San Francisco
Los Angeles	Shanghai
Milan	Silicon Valley
Moscow	Singapore
Munich	Tokyo
New Jersey	Washington, D.C.