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January 13, 2007

**VIA FEDERAL EXPRESS**

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

**RE:** Matrix Telecom, Inc. and Americatel Corporation  
Notice of Execution of *Pro Forma* Transfer of Control

Dear Ms. Dillon:

Matrix Telecom, Inc. ("Matrix") and Americatel Corporation ("Americatel") (together, the "Companies"), by their attorneys, pursuant to the Rules of the Tennessee Regulatory Authority ("Authority"), advise the Authority that, on December 13, 2006, they concluded a transaction resulting in a *pro forma* transfer of control of the Companies, which are reseller telecommunications providers authorized to operate in Tennessee.<sup>1</sup> The Companies were authorized by the Commission to execute this transfer on January 4, 2007 in docket number No. 06-00240.

As described in greater detail in the application underlying that grant of authority, the *pro forma* transfer of control is related to the issuance of debt by the Companies, both of which were wholly-owned, indirect subsidiaries of Platinum Equity, LLC ("Platinum Equity") before the transaction and remain so today. Prior to completion of the transfer of control, Platinum held its interest in the Companies through its immediate, wholly-owned subsidiary, EnergyTRACS Acquisition Corp. ("EnergyTRACS"). In order to minimize the effect of the debt issuance on other unregulated subsidiaries of EnergyTRACS, the lender required EnergyTRACS to transfer the stock of the Companies to MTAC Holding Corporation ("MTAC"), a Delaware corporation and a newly-formed, wholly-owned subsidiary of EnergyTRACS. Ultimate control of the Companies has not changed as a result of this minor corporate reorganization.

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<sup>1</sup> Matrix is authorized to operate as a non-facilities-based reseller of local exchange and interexchange services in Tennessee, pursuant to authority granted in Case Number 95-03215 (October 13, 1995) and Docket No. 05-00083 (June 30, 2005). Americatel is authorized to operate as a reseller of interexchange services in Tennessee pursuant to authority granted in Case No. 98-00065 (February 2, 1999).

**LATHAM & WATKINS** LLP

Questions regarding this letter may be directed to the undersigned.

Respectfully submitted,

MATRIX TELECOM, INC.  
AMERICATEL CORPORATION

By Their Counsel:

Handwritten signature of Berin M. Szoka in black ink.

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