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April 2, 2008

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Tennessee Regulatory Authority
460 James Roberts Parkway
Nashville, TN 37243-0505

Re: Docket 06-00240

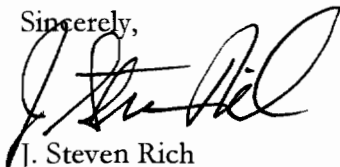
Dear Sir or Madam:

We represent PCRL III Investments, L.P. ("PCRL"), which filed a joint application in the above-referenced docket together with Matrix Telecomm, Inc. ("Matrix") on September 25, 2006, seeking approval from the Tennessee Regulatory Authority (the "TRA") for a financing transaction in which Matrix encumbered certain of its assets as security for a loan made by PCRL to Matrix (the "Loan").

Further to discussions with TRA staff, we hereby notify the TRA that PCRL will assign the Loan to HBK FC Holding Ltd., a Cayman Islands exempted company ("HBK"), on or about May 5, 2008. PCRL and HBK are under common control, and this transaction will not have any effect on Matrix or its customers. Further, PCRL will remain Agent under the Security Agreement among PCRL, Matrix, and Americatel Corporation, dated as of March 14, 2007. As such, PCRL will continue to hold the encumbrance for the benefit of the lender and will have the sole right to foreclose on the encumbered assets.¹

Based on our discussions with TRA staff, we understand that this transaction does not constitute a transfer of the encumbrance held by PCRL and therefore does not require the approval of the TRA. In the event that TRA staff should have any questions or concerns relating to this matter, please refer them to undersigned counsel.

Sincerely,



J. Steven Rich
for PAUL, HASTINGS, JANOFSKY & WALKER LLP

¹ As previously noted, PCRL will not seek to exercise the encumbrance with respect to the authorization issued by the TRA to Matrix unless and until all requisite TRA approvals have been obtained.