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March 28, 2007

Via FedEx

Chairman Sandra Kyle
c/o Sharla Dillon, Dockets and Record Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

ORIGINAL
PAID T.R.A.
Chk # 70011639
Amount 25.00
Rcvd By SS
Date 3/29/07

07-00082

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Boston
Hartford
London
Los Angeles
New York
Orange County
San Francisco
Silicon Valley
Tokyo
Walnut Creek
Washington

Re: Joint Petition of Startec Global Communications Corporation, Startec Global Operating Company and Platinum Equity, LLC for Approval of an Indirect Transfer of Control of Startec Global Operating Company to Platinum Equity, LLC.

Dear Chairman Kyle:

On behalf of Startec Global Communications Corporation, Startec Global Operating Company and Platinum Equity, LLC ("Petitioners"), enclosed for filing are an original and thirteen (13) copies of the above-referenced Petition. Also enclosed is a check in the amount of \$25.00 to cover the filing fee.

Petitioners request confidential treatment of Exhibit B - Agreement. The Agreement constitutes commercially sensitive and competitively significant information that is not otherwise released to the public. Unrestricted availability of this information would provide competitors with knowledge that would be otherwise unavailable and could place Petitioners at a competitive disadvantage. Confidential and trade secret treatment is therefore required to avoid commercial and competitive injury.

Please date-stamp the enclosed extra copy of this filing and return it in envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact Brett Ferenchak at (202) 373-6697.

Respectfully submitted,

Brett P Ferenchak

Catherine Wang
Brett Ferenchak

Enclosures

BEFORE THE TENNESSEE REGULATORY AUTHORITY

Nashville, Tennessee

RECEIVED

2007 MAR 29 PM 1:53

Joint Petition of

**STARTEC GLOBAL COMMUNICATIONS
CORPORATION,
STARTEC GLOBAL OPERATING COMPANY**

and

PLATINUM EQUITY, LLC

For the Indirect Transfer of Control of
Startec Global Operating Company to
Platinum Equity, LLC

T.R.A. DOCKET ROOM

Docket No. 07-00082

JOINT PETITION

I. INTRODUCTION

Startec Global Communications Corporation ("SGCC"), Startec Global Operating Company ("Startec") and Platinum Equity, LLC ("Platinum") (collectively, "Petitioners"), pursuant to Section 65-4-112 of the Tennessee Code and the Rules of the Tennessee Regulatory Authority ("Authority"), respectfully request Authority approval for a transaction that will result in the indirect transfer of control of Startec, a subsidiary of SGCC, to Platinum.¹

Petitioners request that the Authority act expeditiously to grant the approval requested no later than May 18, 2007, so that Petitioners can timely consummate the proposed transaction and meet important business objectives.

In support of this Petition, Petitioners provide the following information:

¹ In addition, and to the extent necessary under Sections 65-4-112 and 65-4-113 of the Tennessee Code, Startec also requests approval, *nunc pro tunc*, of a *pro forma* corporate restructuring completed December 27, 2006. See footnotes 2 and 3.

II. DESCRIPTION OF THE PETITIONERS

A. Startec Global Communications Corporation and Startec Global Operating Company

Startec Global Operating Company is a Delaware corporation with its principal place of business located at 7361 Calhoun Place, Suite 650, Rockville, Maryland 20855. Startec is a wholly owned subsidiary of Startec Global Communications Corporation, a Delaware corporation whose principal business is telecommunications. Startec provides long distance, Internet, and other communications services in over 45 states and internationally. In Tennessee, Startec is authorized to provide resold interexchange long distance telecommunications services (the "Certificate").² Startec provides its services primarily to customers who place a significant number of calls to international destinations.

B. Platinum Equity, LLC

Platinum Equity, LLC is a privately held Delaware limited liability company with offices located at 360 North Crescent Drive, Beverly Hills, California 90210. Platinum is a global firm specializing in the merger, acquisition and operation of companies that provide services and solutions to customers in a broad range of business markets, including information technology, telecommunications, logistics, manufacturing, and entertainment distribution. EnergyTRACS Acquisition Corp. ("Buyer") is a Delaware corporation and a wholly owned subsidiary of Platinum that has agreed to acquire SGCC. For the purpose of accomplishing this transaction, Buyer has created a new merger subsidiary, Soap Merger Corporation, a Delaware corporation and direct wholly-owned subsidiary of the Buyer ("Merger Sub").

² In Docket No. 04-00282 (December 1, 2004), Startec Global Licensing Company ("SGLC"), a sister company of Startec, received authority to provide resold interexchange long distance telecommunications services. As a result of the merger of Startec and SGLC on December 27, 2006, which Startec survived, Startec now holds the Certificate. Startec filed a Petition to Allow Use of Assumed Corporate Name on December 18, 2006 in Docket No. 06-00317, which reflected the minor change in name since the restructuring was otherwise entirely transparent to customers.

Buyer and Platinum indirectly control two other telecommunications carriers: Americatel Corporation (“Americatel”) and Matrix Telecom, Inc. (“Matrix”) through a direct, wholly-owned subsidiary of Buyer, MTAC Holding Corporation. Buyer and Platinum have held 100 percent of the equity of Matrix since 1999, and 95 percent of the equity of Americatel since July 2006. Matrix is authorized to provide competitive telecommunications services across the nation on a resale or facilities basis. Matrix provides integrated communications services including local, 1+ long distance and toll-free voice services plus a wide range of data services, such as dedicated Internet access, frame relay and point-to-point transmission services, chiefly to enterprise customers. Americatel provides international and domestic facilities-based and resold long distance services, including “dial around” casual calling (i.e., 1010XXX) service and presubscribed 1+ calling services, in each of the 48 contiguous states, with a particular emphasis on serving the needs of United States customers with connections to Latin America and the Caribbean. Through their ownership of these two companies, Buyer and Platinum have demonstrated their qualifications to obtain control of Startec.

III. CONTACTS

Questions or any correspondence, orders, or other materials pertaining to this Petition should be directed to the following.

For Startec:

Catherine Wang
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Bingham McCutchen LLP
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brett.ferenczak@bingham.com

With copies to:

Robert Felgar
General Counsel and Secretary
Startec Global Communications Corporation
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Rockville, MD 20855
(301) 610-4646 (Tel)
(240) 314-4219 (Fax)
Robert.Felgar@startec.com

For Buyer:

Richard R. Cameron

With copies to:

Eva Kalawski

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(202) 637-2201 (Fax)
richard.cameron@lw.com

Executive Vice President, General Counsel
and Secretary
Platinum Equity, LLC
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Beverly Hills, CA 90210
(310) 712-1850 (Tel)
(310) 712-1863 (Fax)
ekalawski@platinumequity.com

IV. DESCRIPTION OF THE TRANSACTIONS

SGCC and Buyer entered into an Agreement and Plan of Merger dated as of March 5, 2007 (the “Agreement”) whereby Merger Sub will merge with SGCC, with SGCC surviving. As a result, Buyer will acquire indirect control of Startec. For the Authority’s convenience, pre- and post-transaction corporate structure charts are provided as Exhibit A. A copy of Agreement is provided *under seal* as Exhibit B. Petitioners therefore request authority for the indirect transfer of control of Startec to Buyer, and ultimately to Platinum.

Immediately following the consummation of the proposed transaction, Startec will continue to offer service with no change in the rates or terms and conditions of service. Further, Startec will continue to provide service to its customers under the same name, and will continue to be led by an experienced management team. Therefore, the transfer of control of Startec will be seamless and transparent to consumers in the State of Tennessee.³

³ In addition, and to the extent necessary under Sections 65-4-112 and 65-4-113 of the Tennessee Code, Startec also requests approval, *nunc pro tunc*, of a *pro forma* corporate restructuring completed December 27, 2006 in which SGLC, an entity also 100% owned by SGCC and which originally held the Certificate granted by the Authority, was merged with and into Startec, with Startec surviving. As a result of the *pro forma* restructuring, Startec acquired all of the assets and operations of SGLC including SGLC’s Certificate. On advice of its outside consultants, Startec characterized this transaction as a change in carrier name and filed a Petition to Allow Use of assumed Corporate Name with the Authority on December 18, 2006. See Docket No. 06-00317. This *pro forma* change was undertaken to streamline and eliminate inefficiencies from the business and administrative operations of SGLC and Startec. This *pro forma* change has not resulted in confusion or inconvenience to its customers or any change in the services that they receive.

V. PUBLIC INTEREST STATEMENT

Petitioners submit that the transaction will serve the public interest. Under new ownership, Startec will continue to provide high-quality telecommunications services to consumers, while gaining critically important access to the additional resources and operational expertise of Platinum. This transfer of control, therefore, will give Startec the ability to become a stronger competitor, to the ultimate benefit of consumers. Further, Startec will not change its name or its rates, terms or conditions of service as an immediate result of the transfer of control. The transfer of control, therefore, will be transparent to consumers. Moreover, as discussed above, Buyer, through its parent, is financially qualified to acquire control of Startec and continue and expand its operations.

The public interest will also be served by expeditious consideration and approval of the transaction. For various important business and financial reasons, Petitioners require that the transfer of control be closed as quickly as possible. Startec and Buyer anticipate that this transaction will allow Startec and Buyer's affiliated telecommunications carriers to realize significant cost savings and operational benefits. Such savings may result from network integration, lower international termination costs as a result of larger traffic volumes, synergies from information systems integration, and other sources. These cost savings and benefits will cause Startec to become a stronger competitor in the marketplace and will allow it to continue to provide high quality and low cost telecommunications services to hundreds of Tennessee residents. Moreover, the transaction will also put Startec in a better position to expand its service offerings, to the ultimate benefit of its customers. Delay in the regulatory approval process will prevent the parties from realizing these economic and operational benefits and delivering expanded customer services as quickly as the parties otherwise would.

Petitioners emphasize that the proposed indirect transfer of control will be seamless and completely transparent to the customers of Startec, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers. Accordingly, Petitioners request that the Authority commence its examination of the Petition as soon as possible and complete its review so that it will be considered and approved on an expedited basis but no later than May 18, 2007.

VI. CONCLUSION

For the reasons stated above, Petitioners submit that the public interest, convenience, and necessity would be furthered by a grant of this Petition. Petitioners therefore respectfully request that the Authority consider and approve this Petition expeditiously to permit Petitioners to consummate the proposed transfer of control as soon as possible.

Respectfully submitted,



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Counsel for SGCC and Startec

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(202) 637-2201 (Fax)
richard.cameron@lw.com

Counsel for Platinum Equity, LLC

Dated: March 28, 2007

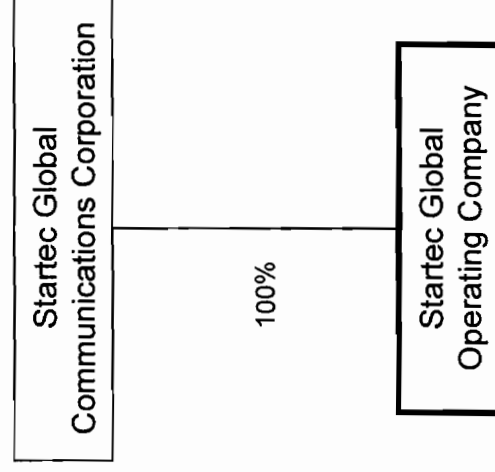
LIST OF EXHIBITS

Exhibit A	Pre- and Post-Transaction Corporate Structure Charts
Exhibit B	Agreement <i>[CONFIDENTIAL - Provided Under Seal]</i>
Verification	

EXHIBIT A

Pre- and Post-Transaction Corporate Structure Charts

Pre-Transaction Corporate Structure of Startec



Post-Transaction Corporate Structure of Startec

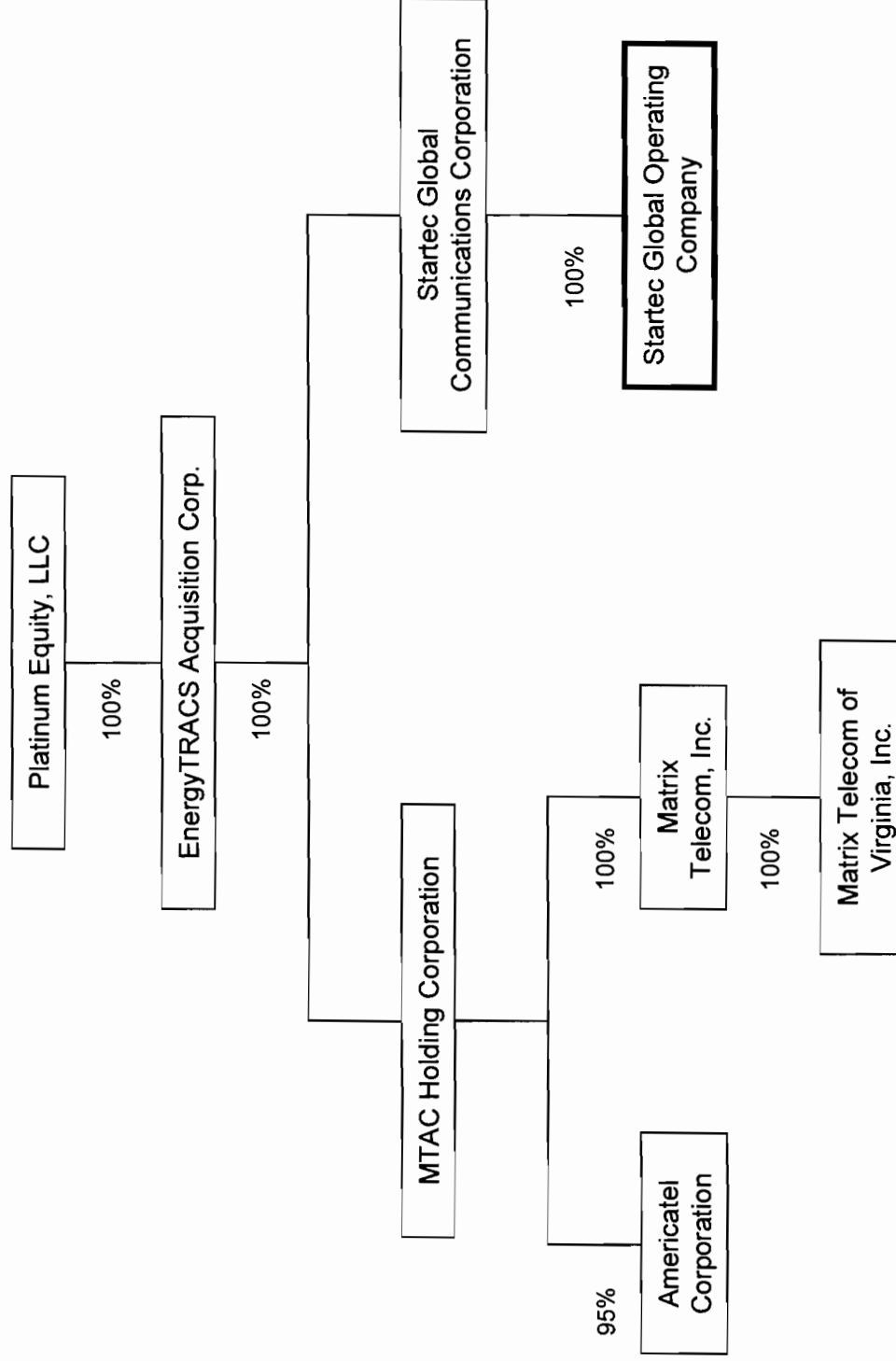


EXHIBIT B

Agreement

[CONFIDENTIAL - Provided Under Seal]

Petitioners request confidential treatment of Exhibit B - Agreement. The Agreement constitutes commercially sensitive and competitively significant information that is not otherwise released to the public. Unrestricted availability of this information would provide competitors with knowledge that would be otherwise unavailable and could place Petitioners at a competitive disadvantage. Confidential and trade secret treatment is therefore required to avoid commercial and competitive injury.

STATE OF MARYLAND

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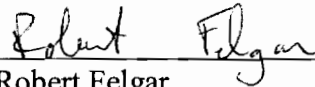
COUNTY OF MONTGOMERY

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VERIFICATION

I, Robert Felgar, state that I am General Counsel and Secretary of Startec Global Operating Company; that I am authorized to make this Verification on behalf of Startec Global Operating Company; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



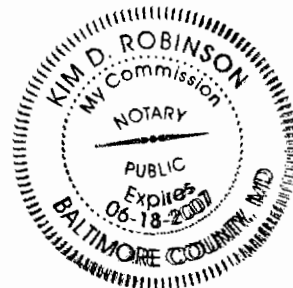
Robert Felgar
General Counsel & Secretary
Startec Global Operating Company

Sworn and subscribed before me this 15th day of March, 2007.


Notary Public

My commission expires

6/18/07



STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

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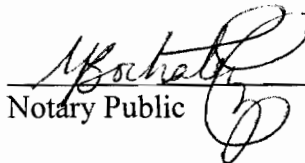
VERIFICATION

I, Eva M. Kalawski, state that I am Executive Vice President, General Counsel and Secretary of Platinum Equity, LLC; that I am authorized to make this Verification on behalf of Platinum Equity, LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



Eva M. Kalawski
Executive Vice President, General Counsel &
Secretary
Platinum Equity, LLC

Sworn and subscribed before me this 23 day of March, 2007.


Notary Public

My commission expires April 25, 2010

