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April 18, 2007

**By Overnight Delivery**

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Chairman Ron Jones  
c/o Sharla Dillon, Docket Room Manager  
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Boston  
Hartford  
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**Re: Docket No. 07-00082 – Joint Petition of Startec Global Communications Corporation, Startec Global Operations Company and Platinum Equity, LLC For Approval of Transfer of Control of Startec Global Operations Company**  
**Response to Data Request No. 1**

Dear Chairman Jones:

On behalf of Startec Global Communications Corporation, Startec Global Operations Company and Platinum Equity, LLC (collectively, "Petitioners"), enclosed for filing are an original and four (4) copies of Petitioners' response to Data Request No. 1 in the above cited docket issued on April 16, 2007.

Please date stamp the extra copy of this filing and return it in the envelope provided. Petitioners have also provided a diskette with an electronic copy of this filing in PDF format. Should you have any questions, please do not hesitate to contact me.

Respectfully submitted,



Catherine Wang  
Brett Ferenchak

Enclosure

Cc: Carlos Black (TRA) (via email)

**BEFORE THE TENNESSEE REGULATORY AUTHORITY  
Nashville, Tennessee**

**April 18, 2007**

\_\_\_\_\_  
Joint Petition of )

STARTEC GLOBAL COMMUNICATIONS )  
CORPORATION, )  
STARTEC GLOBAL OPERATING COMPANY )

and )

PLATINUM EQUITY, LLC )

Docket No. 07-00082

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

**RESPONSES TO TENNESSEE REGULATORY AUTHORITY'S  
DATA REQUEST NO. 1**

Startec Global Communications Corporation ("SGCC"), Startec Global Operating Company ("Startec") and Platinum Equity, LLC ("Platinum") (collectively, "Petitioners"), by undersigned counsel, hereby provide the following responses to the Tennessee Regulatory Authority's ("TRA") Data Request No. 1:

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

**ANSWER:** Petitioners requested approval for the proposed transfer of control and/or the previous *pro forma* restructuring from the following states: Alabama, Arizona, Arkansas, California, Georgia, Hawaii, Illinois, Kansas, Minnesota, Mississippi, Missouri, Nebraska, Nevada, New York, Ohio, Oklahoma, Oregon, Pennsylvania, South Carolina Tennessee, West Virginia and Wyoming. Alabama voted to approve the transactions, but has not yet issued an

Order. In addition, Kansas determined that approval was not required for the transactions. All other requests for approval are pending.

Petitioners filed a notice of the previous *pro forma* restructuring and/or proposed transfer of control in the following states: Alabama, Arizona, Colorado, Connecticut, Delaware, Florida, Idaho, Illinois, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, North Carolina, North Dakota, Oklahoma, Rhode Island, South Carolina, South Dakota, Texas, Utah, Vermont, Virginia, Washington, and Wisconsin.

**2. Have the petitioners filed a similar application with the FCC or other federal agency? If so, list any action taken and the associated file(s) or document number(s). If a schedule to complete the review of your petition has been established by any federal agency, provide such with your response.**

**ANSWER:** Petitioners have filed a combined Domestic and International Section 214 Application for approval of the proposed transfer of control on March 28, 2007, in Dockets 07-63 and ITC-T/C-20070328-00124 respectively. Petitioners expect to qualify for streamlined treatment of the Domestic and International Section 214 Applications and, therefore, obtain approval 30 days after the Public Notice establishing the pleading cycle for the Domestic Section 214 Application and 14 days after the Public Notice accepting the International Section 214 Application for filing.

**3. Provide the Authority with additional information sufficient to analyze the merger transaction whereby Startec Global Licensing Company ("SGLC") merged with and into its sister company, Startec Global Operating Company ("Startec"), with Startec surviving.**

**ANSWER:** In addition to Petitioners' request for approval of the proposed transfer of control of Startec to Platinum and to the extent necessary, 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

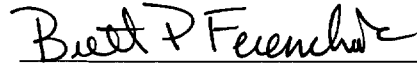
Authority, was merged with and into Startec, with Startec surviving. This request was originally described in footnotes 1 and 3 to the Petition.

In Docket No. 04-00282 (December 1, 2004), Startec Global Licensing Company (“SGLC”), then 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 acquired all of the assets and operations of SGLC including SGLC’s Certificate.

On advice of its outside consultants, Startec incorrectly characterized this transaction as a change in carrier name. Startec filed a Petition to Allow Use of Assumed Corporate Name with the Authority 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. Startec now understands that approval may have been necessary for the *pro forma* restructuring and, therefore, seeks approval, *nunc pro tunc*, for the December 27, 2006 merger.

The *pro forma* restructuring 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. In support of this request, Petitioners attach the pre and post restructuring corporate structure charts as **Exhibit A** and the certificate of merger as **Exhibit B**.

Respectfully submitted,



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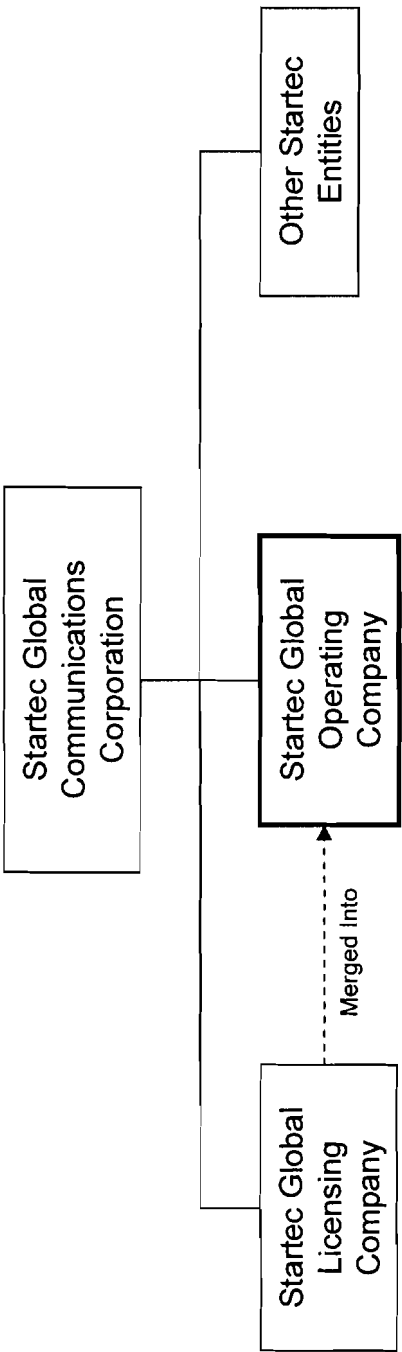
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Dated: April 18, 2007

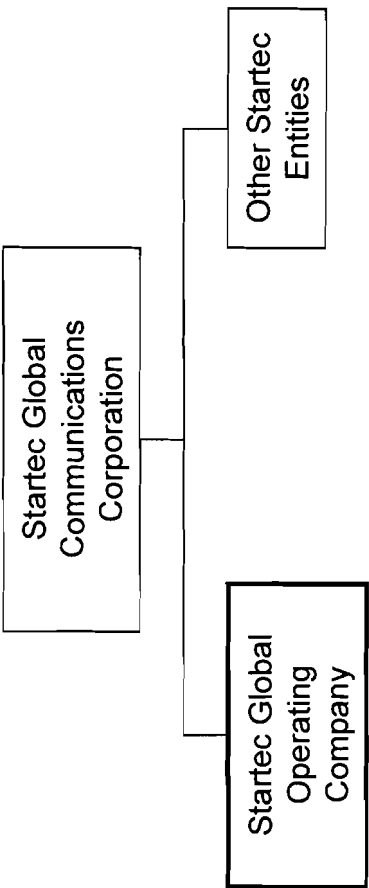
**EXHIBIT A**

**Pre- and Post-Restructuring Corporate Structure Chart**

**Pre-Pro Forma Restructuring of Startec**



**Post-Pro Forma Restructuring of Startec**



**EXHIBIT B**

**Certificate of Merger**



Corporate Gov  
Operating Mines

# Delaware

PAGE 1

*The First State*

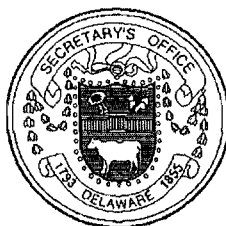
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"STARTEC GLOBAL LICENSING COMPANY", A DELAWARE CORPORATION, WITH AND INTO "STARTEC GLOBAL OPERATING COMPANY" UNDER THE NAME OF "STARTEC GLOBAL OPERATING COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2006, AT 3:10 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2886470 8100M

061190831



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5335904

DATE: 01-08-07

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:19 PM 12/27/2006  
FILED 03:10 PM 12/27/2006  
SRV 061190831 - 2886470 FILE

CERTIFICATE OF MERGER  
OF  
STARTEC GLOBAL LICENSING COMPANY  
INTO  
STARTEC GLOBAL OPERATING COMPANY

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,  
DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

Name	State of Incorporation
Startec Global Operating Company	Delaware
Startec Global Licensing Company	Delaware

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is Startec Global Operating Company ("Startec Operating").

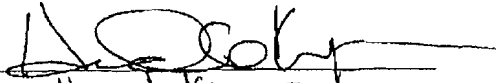
FOURTH: That the certificate of incorporation of Startec Operating, a Delaware corporation, the surviving corporation, shall be the certificate of incorporation of the surviving corporation.

FIFTH: That the executed agreement of merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 7361 Calhoun Place, Rockville, MD 20855.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, Startec Global Operating Company has caused the Certificate to be signed by Howard Kamerer, its authorized officer, this 19<sup>th</sup> day of December 2006.

STARTEC GLOBAL OPERATING  
COMPANY

By:   
Name: Howard Kamerer  
Title: President