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May 7, 2010

Via Overnight Courier

Sharla Dillon, Docket Room Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

Re: Docket No. 10-00060; Joint Application of Comtel Telecom Assets LP, Matrix Telecom, Inc. and Americatel Corporation for Approval (1) of the Transfer of Customers from Comtel Telecom Assets LP to Matrix Telecom, Inc. and (2) for Matrix Telecom, Inc. and Americatel Corporation to Participate in Certain Financing Arrangements
Response to Data Request No. 1

Dear Ms. Dillon:

On behalf of Matrix Telecom, Inc. ("Matrix"), Americatel Corporation ("Americatel") and Comtel Telecom Assets LP ("Comtel" and collectively with Matrix and Americatel, "Applicants"), enclosed please find an original and thirteen (13) copies of the above-referenced Response to Data Request No. 1.

Applicants request **confidential treatment** of the summary of the Asset Purchase Agreement provided in Exhibit A, and the copy of the terms and conditions for the financing transaction provided in Exhibit C. These Exhibit contain 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 Applicants 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 the attached self-addressed, postage prepaid envelope provided. Should you have any questions, please do not hesitate to contact Jeff Strenkowski at (202) 373-6002.

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Sharla Dillon, Docket Room Manager
May 7, 2010
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Respectfully submitted,



Russell M. Blau
Tamar E. Finn
Jeffrey Strenkowski

Counsel for the Applicants

Enclosure

cc: Carlos Black (TRA) (via email)

BEFORE THE TENNESSEE REGULATORY AUTHORITY

Joint Application of	:	
	:	
Comtel Telecom Assets LP,	:	
Matrix Telecom, Inc.	:	
and	:	
Americatel Corporation	:	<u>TRA Docket No. 10-00060</u>
	:	
for Approval (1) of the Transfer of	:	
Customers from Comtel Telecom Assets LP	:	
to Matrix Telecom, Inc. and (2) for Matrix	:	
Telecom, Inc. and Americatel Corporation	:	
to Participate in Certain Financing	:	
Arrangements	:	

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

Comtel Telecom Assets LP ("Comtel"), Matrix Telecom, Inc. ("Matrix"), and Americatel Corporation ("Americatel," and together with Comtel and Matrix, "Applicants"), by undersigned counsel, hereby provide the following responses to the Tennessee Regulatory Authority's ("TRA") Data Request No. 1:

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

ANSWER: Applicants have filed similar petitions/applications in the following states: Arizona, California, Colorado, Delaware, the District of Columbia, Florida, Georgia, Hawaii, Indiana, Louisiana, Minnesota, Mississippi, Missouri, Nebraska, New Jersey, New York, North Carolina, Oklahoma, Oregon, Pennsylvania, South Carolina, Utah, Virginia, and West Virginia.¹ All requests for approvals are pending except the application for the Hawaii (deemed approved on April 13, 2010) and Louisiana (deemed approved on May 3, 2010). Applicants currently

¹ The Applicants also expect to file a similar application in Ohio, but have not yet done so as of the time of this response.

expect approval in California on May 2, 2010 (awaiting confirmation from Commission), Delaware on May 5, 2010, Colorado on April 28, 2010 (awaiting Decision), Florida by June 17, 2010, Maryland on May 26, 2010, New York on June 28, 2010 (financing deemed approved on April 29, 2010), and Oregon on May 27, 2010. The remaining pending states' procedural schedules are not sufficiently clear to provide estimated approval dates at this time.

2. Provide a copy of the self-certification letter filed with the FCC in CC Docket No. 00-257 regarding transfer of customers.

ANSWER: Applicants have not yet filed the self-certification letter with the FCC in Docket No. 00-257, but expect to do so within 30 days of the expected transfer of customers associated with the instant Application. Upon request, Applicants will provide a copy of the self-certification letter to the Authority.

3. Provide the number of customers that Comtel Telecom LP ("Comtel") currently serves in Tennessee.

ANSWER: Comtel currently serves approximately 22 business customers, approximately 304 residential local exchange customers, approximately 793 presubscribed residential long distance customers and approximately 5,031 dial-a-around customers in Tennessee.

4. Will all Comtel customers in Tennessee be transferred to Matrix?

ANSWER: Yes. The Applicants expect that all of Comtel's customers in Tennessee will be transferred to Matrix upon consummation of the proposed transaction.

5. Provide a copy of the Asset Purchase Agreement the applicants entered into for the transfer described in the Joint Application.

ANSWER: In response to this data request, Applicants provide *confidentially and under seal* a copy of the Asset Purchase Agreement as Exhibit A. Due to the sensitive nature of this information, the Applicants respectfully request confidential treatment of the information provided in this Exhibit.

6. Provide organizational charts for Comtel and Matrix before and after the transaction.

ANSWER: In response to this data request, Applicants provide as Exhibit B organizational charts for Comtel and Matrix before and after the proposed transaction.

7. Provide a copy of the terms and conditions for the financing transaction described in the Joint Application.

ANSWER: Applicants are currently negotiating the financing agreement. In response to this data request, therefore, Applicants provide *confidentially and under seal* a copy of the terms and conditions of the financing arrangements as made part of the Asset Purchase Agreement as Exhibit C. Due to the sensitive nature of this information, the Applicants respectfully request confidential treatment of the information provided in this Exhibit.

Should you have any questions concerning this information, please do not hesitate to contact us.

Respectfully submitted,



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Counsel for the Applicants

List of Exhibits

- Exhibit A** Asset Purchase Agreement
 [CONFIDENTIAL - Filed Under Seal]
- Exhibit B** Pre- and Post-Transaction Organizational Charts for Comtel and Matrix
- Exhibit C** Terms and Conditions of Financing Arrangements
 [CONFIDENTIAL - Filed Under Seal]

Exhibit A

Asset Purchase Agreement

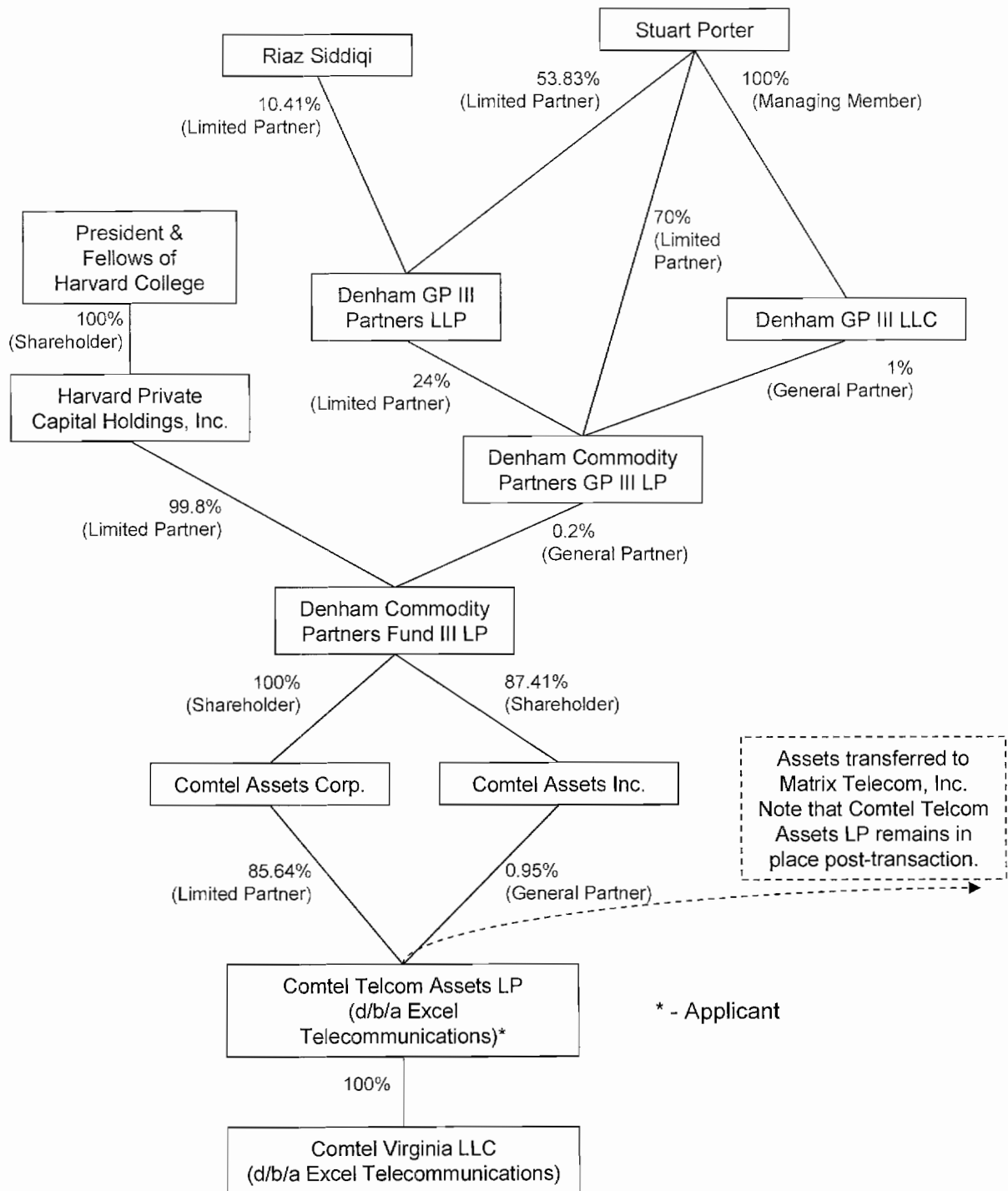
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Exhibit B

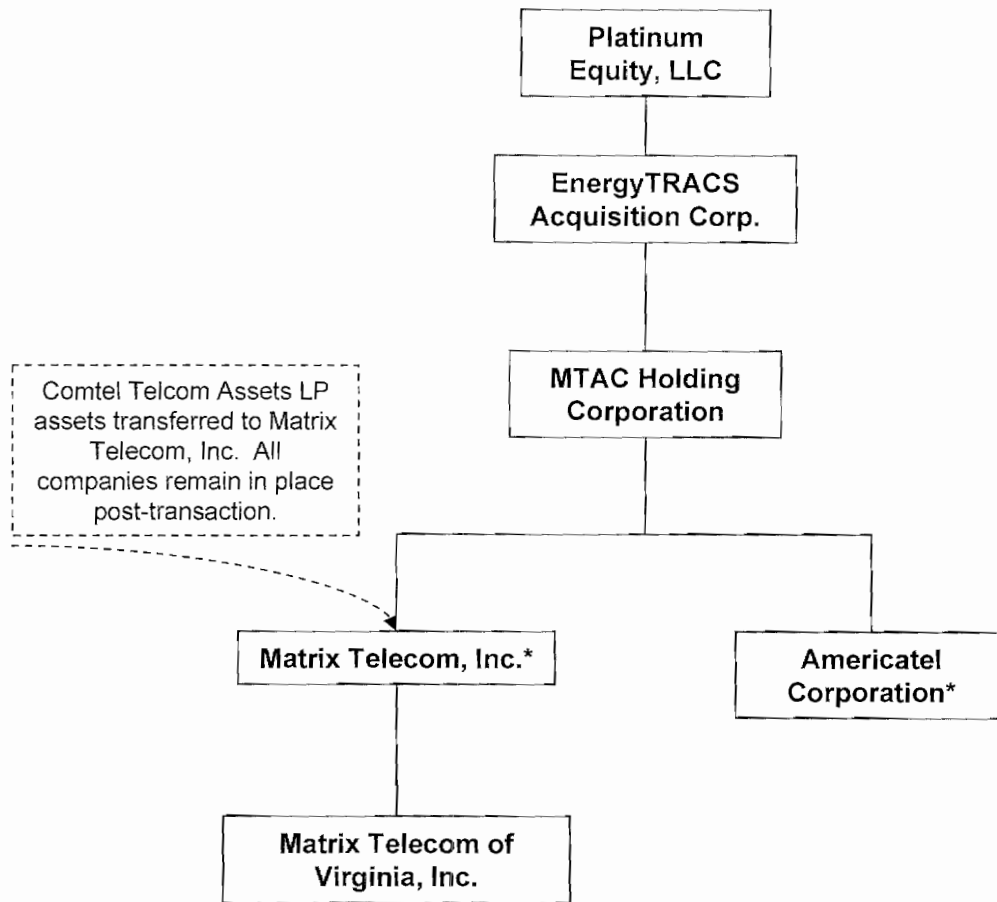
Pre- and Post-Transaction Organizational Charts for Comtel and Matrix

Pre- and Post-Transaction

Corporate Structure of Comtel Telcom Assets LP



Pre- and Post-Transaction Corporate Structure of Matrix Telecom, Inc. and Americatel Corporation



* - Applicants

Exhibit C

Terms and Conditions of Financing Arrangements

[CONFIDENTIAL - Filed Under Seal]