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January 13, 2007

VIA FEDERAL EXPRESS

Blanca S. Bayo
Division of the Commission Clerk and Administrative
Services Florida Public Service Commission
8540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

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

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Dear Ms. Bayo:

Matrix Telecom, Inc. ("Matrix") and Americatel Corporation ("Americatel") (together, the "Companies"), by their attorneys, pursuant to the Rules of the Division of the Commission Clerk and Administrative Services Florida Public Service Commission ("Commission"), advise the Commission 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 Florida.¹ The Companies previously submitted notification of their intention to execute this transfer of control in a letter dated October 12, 2006.²

As described in that notification in greater detail, 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

¹ Matrix is authorized to operate as a non-facilities-based reseller of local exchange and interexchange services in Florida, pursuant to authority granted in Order No. PSC-05-0555-PAA-TX on May 20, 2005 and Docket No. 940688-TI on October 13, 1994. Americatel is authorized to operate as a reseller of interexchange services in Florida pursuant to authority granted in Docket No. 031040-TX on December 5, 2003.

² See Letter from Berin M. Szoka, Latham & Watkins LLP, to Blanca S. Bayo, Division of the Commission Clerk and Administrative Services Florida Public Service Commission (filed Oct. 12, 2006).

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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.

Questions regarding this letter may be directed to the undersigned.

Respectfully submitted,

MATRIX TELECOM, INC.
AMERICATEL CORPORATION

By Their Counsel:



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