

RECEIVED

JAN 17 2007

PUBLIC SERVICE
COMMISSION

January 13, 2007

VIA FEDERAL EXPRESS

Brent Kirtley
Public Service Commission of Kentucky
211 Sower Boulevard
P.O. Box 615
Frankfort, Kentucky 40602

FIRM / AFFILIATE OFFICES	
Barcelona	New Jersey
Brussels	New York
Chicago	Northern Virginia
Frankfurt	Orange County
Hamburg	Paris
Hong Kong	San Diego
London	San Francisco
Los Angeles	Shanghai
Madrid	Silicon Valley
Milan	Singapore
Moscow	Tokyo
Munich	Washington, D.C.

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

Dear Mr. Kirtley:

Matrix Telecom, Inc. (“Matrix”) and Americatel Corporation (“Americatel”) (together, the “Companies”), by their attorneys, pursuant to the Rules of the Public Service Commission of Kentucky (“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 Kentucky.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 Companies to MTAC Holding Corporation (“MTAC”), a Delaware corporation and a newly-

¹ Matrix is authorized to operate as a non-facilities-based reseller of local exchange and interexchange services in Kentucky, pursuant to authority granted in Filing No. TFS2005-00386 on May 11, 2005 and Case No. 90-270 on March 13, 1991. Americatel is authorized to operate as a reseller of interexchange services in Kentucky pursuant to authority granted in Utility No. 5136900 on March 1998.

² See Letter from Berin M. Szoka, Latham & Watkins LLP, to Brent Kirtley, Public Service Commission of Kentucky (filed Oct. 12, 2006).

LATHAM & WATKINS LLP

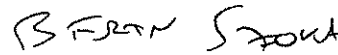
formed, wholly-owned subsidiary of EnergyTRACS. Ultimate control of the Companies has not changed as a result of this minor corporate reorganization.

Questions regarding this letter may be directed to the undersigned.

Respectfully submitted,

MATRIX TELECOM, INC.
AMERICATEL CORPORATION

By Their Counsel:



Richard R. Cameron
Berin M. Szoka
LATHAM & WATKINS LLP
555 Eleventh Street, N.W., Suite 1000
Washington, D.C. 20004
(202) 637-2200