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BEFORE THE ARIZONA CORPORATION COMMISSION

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KRISTIN K. MAYES
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Commissioner

Arizona Corporation Commission

PAUL NEWMAN
Commissioner

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SANDRA D. KENNEDY
Commissioner

APR -2 2009

BOB STUMP
Commissioner

DOCKETED BY

IN THE MATTER OF THE APPLICATION)
OF AMERICATEL CORPORATION,)
MATRIX TELECOM, INC., AND STARTEC)
GLOBAL OPERATING COMPANY FOR)
AUTHORIZATION TO ENCUMBER THEIR)
ASSETS)

Docket Nos. T-03517A-09-0015
T-03228A-09-0015
T-20522A-09-0015

**RESPONSE TO STAFF REPORT
AND REQUEST FOR
EXPEDITED TREATMENT**

Americatel Corporation, Matrix Telecom, Inc. and Startec Global Operating Company (collectively "Applicants") submit these comments in response to the Staff Report dated March 27, 2009. As noted in the Application dated January 16, 2009, the Applicants have executed a Second Facility and a Third Facility. The encumbrance, however, for which the Applicants seek approval will not take effect until all regulatory approvals are received, including approval from the Arizona Corporation Commission. In the Staff Report, Staff recommends a condition that the Applicants file a copy of the loan documents within sixty (60) days of the execution of such documents. The Applicants are willing to provide the documents to Staff, but respectfully request that they be allowed to provide these documents confidentially to Staff rather than file these highly confidential documents in the public docket. The Applicants intend to enter into a protective agreement with Staff to address the confidentiality. The Applicants have conferred with

1 Staff, and Staff has indicated that it does not object to revising the condition so that the
2 Applicants may file the loan documents confidentially with Staff. The Applicants further
3 request that the condition allow them to file the documents within 60 days of the date of
4 the Decision rather than the date of execution, as the documents have been executed and
5 are awaiting Commission approval to allow the encumbrance to take effect.

6 Finally, Applicants respectfully request that the Hearing Division issue a
7 Recommended Opinion and Order in time for this matter to be placed on the April 28-29,
8 2009 Open Meeting. In Decision No. 70218, Startec and Americatel received
9 Commission approval for a merger of the two entities. An extension granted in Decision
10 70443 for that merger will expire on or about May 4, 2009. It is necessary for the
11 Applicants to finalize the financing contemplated in this docket prior to the merger of
12 Startec and Americatel. Accordingly, the Applicants respectfully request that this matter
13 be heard prior to May 4, 2009 at a Commission Open Meeting, so that the Applicants may
14 finalize the financing in time to complete the merger prior to May 4, 2009.

15
16 RESPECTFULLY SUBMITTED this 2nd day of April, 2009.

17 LEWIS AND ROCA LLP

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19
20 Thomas H. Campbell
21 Michael T. Hallam
22 40 North Central Avenue
23 Phoenix, AZ 85004

24 Attorneys for Applicants

25 ORIGINAL and thirteen (13) copies
26 of the foregoing filed
this 2nd day of April, 2009, with:

1 The Arizona Corporation Commission
2 Utilities Division – Docket Control
3 1200 W. Washington Street
4 Phoenix, Arizona 85007

5 Copy of the foregoing hand-delivered
6 this 2nd day of April, 2009, to:

7 Maureen Scott
8 Legal Division
9 Arizona Corporation Commission
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11 Phoenix, Arizona 85007

12 Ernest Johnson
13 Utilities Division
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