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BEFORE THE ARIZONA CORPORATION COMMISSION

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KRISTIN K. MAYES
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Commissioner

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Commissioner

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Commissioner

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Commissioner,

ARIZONA CORP COMMISSION
DOCKET CONTROL

EXCEPTION

Arizona Corporation Commission

DOCKETED

APR 14 2009

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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

Exceptions

Americatel Corporation, Matrix Telecom, Inc. and Startec Global Operating Company (collectively, "Applicants") file these limited exceptions to respectfully request that the Order in this matter be clarified. As noted in paragraph 11 of the Recommended Opinion and Order ("ROO"), Applicants seek authority for an encumbrance related to a Second Facility and a Third Facility, each in the amount of \$40 million. See also Staff Report dated March 27, 2009, at 2. The Applicants respectfully request that the Order be amended to confirm that the approval granted covers both the Second Facility and the Third Facility for a total of \$80 million.

Applicants have attached as Exhibit A recommended amendments to the ROO to accomplish this clarification. Applicants appreciate the expedited treatment given to the ROO and request that these amendments be made to clarify the authority granted.

1 RESPECTFULLY SUBMITTED this 14th day of April, 2009.

2 LEWIS AND ROCA LLP

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4
5 Thomas H. Campbell
6 Michael T. Hallam
7 40 North Central Avenue
8 Phoenix, AZ 85004

9 Attorneys for Applicants

10 ORIGINAL and thirteen (13) copies
11 of the foregoing filed
12 this 14th day of April, 2009, with:

13 The Arizona Corporation Commission
14 Utilities Division – Docket Control
15 1200 W. Washington Street
16 Phoenix, Arizona 85007

17 Copy of the foregoing hand-delivered
18 this 14th day of April, 2009, to:

19 Maureen Scott
20 Legal Division
21 Arizona Corporation Commission
22 1200 W. Washington Street
23 Phoenix, Arizona 85007

24 Ernest Johnson
25 Utilities Division
26 Arizona Corporation Commission
1200 W. Washington Street
Phoenix, Arizona 85007

Belinda Martin, Administrative Law Judge
Hearing Division
Arizona Corporation Commission
1200 W. Washington Street
Phoenix, Arizona 85007



EXHIBIT A

Pg. 1, line 21:

DELETE "\$40 million"

INSERT "\$80 million"

Pg. 4, line 13:

INSERT after "\$40 million in debt"

"for each of the Facility Agreements"

Pg. 5, line 23:

INSERT after "\$40 million"

"for each of the Facility Agreements"