

# LATHAM & WATKINS LLP

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June 16, 2006

Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, D.C. 20554

Re: Transfer of Control of Americatel Corporation, File No. ITC-T/C-20060420-00250 and WC Docket No. 06-98; AmericaSky Assignment of Authorizations, File Nos. ITC-ASG-20060420-00252 and SES-ASG-20060420-00690

Dear Ms. Dortch:

On April 20, 2006, Americatel Corporation (“Americatel”) and AmericaSky Corporation (“AmericaSky”) filed the above-referenced applications in connection with the proposed acquisition by Platinum Equity, LLC (“Platinum Equity”) of control of Americatel and the related assignment to Americatel of AmericaSky’s international Section 214 authorization and associated earth station licenses. As previously indicated, Platinum Equity intends to acquire control of Americatel through its wholly-owned holding company subsidiary, EnergyTRACS Acquisition Corp., which is incorporated in the State of Delaware.<sup>1</sup>

The applications stated that, pursuant to a stock purchase agreement between the parties, Platinum Equity intends to acquire the 80 percent equity interest in Americatel currently held by Entel International B.V.I. Corporation (“Entel BVI”), a holding company ultimately controlled by Almendral, S.A. The applications also explained that Platinum Equity could potentially acquire up to 100 percent of the equity of Americatel, if Americatel’s minority shareholders were to exercise certain tag-along rights set forth in the purchase agreement.

By this letter, Platinum Equity informs the Commission that the minority shareholders have exercised these tag along rights with respect to at least 15 percent of the equity of Americatel. As a result, Platinum Equity will acquire at least 95 percent of the issued and outstanding shares of Americatel at closing. The minority shareholders have not yet made any determination as to the disposition of the remaining 5 percent, and may yet exercise their tag-along rights to sell their shares to Americatel. Thus, Platinum Equity still may potentially

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<sup>1</sup> See Letter from Richard R. Cameron, Counsel to Platinum Equity, LLC, to Marlene H. Dortch, Secretary, Federal Communications Commission, WC Docket No. 06-98 (filed May 19, 2006).

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acquire the remaining 5 percent if the minority shareholders exercise their tag-along rights with respect to this remaining equity. As explained in the applications, these rights are exercisable solely at the discretion of the minority shareholders.

Please contact me if you have any questions concerning this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read "Richard R. Cameron". The signature is fluid and cursive, with a large initial "R" and "C".

Richard R. Cameron