

Filed electronically in docket office on 05/25/11

VIVARO CORPORATION

1250 Broadway, 30th Floor
New York, NY 10001
212-931-8773

May 25, 2011

VIA REGULAR MAIL AND ELECTRONIC FILING (sharla.dillon@tn.gov)

Sharla Dillon, Docket Room Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Re: Docket 10-00197: Order Approving Transfer of Control and Financing
Transactions
Final Orders of the Federal Communications Commission

On January 25, 2011, the Tennessee Regulatory Authority ("Authority") issued an Order Approving Transfer of Control and Financing Transactions ("Order") of STi Prepaid, LLC ("STi") and Vivaro Corporation ("Vivaro") ("collectively the "Applicants").

In that Order, the Authority indicated that its approval was "contingent upon approval by the Federal Communications Commission" ("FCC"), and that the Applicants must file with the Authority any documentation from the FCC regarding subsequent action on the transfer.

On May 20, 2011, the FCC issued a Public Notice granting the application for transfer of control from STi to Vivaro, which also included a letter from the Department of Justice ("DOJ") which indicates that DOJ has no objection of the Applicants' application. A copy of the FCC's Public Notice is attached for the Authority's records.

Three days later, on May 23, 2011, the FCC's International Bureau ("IB") issued an approval of the Applicant's application to transfer control of STi's Section 214 international authority to Vivaro. A copy of the IB's approval is also attached. This approval will appear on Public Notice on Thursday, May 26, 2011, and will become final as of this date.

If any questions arise concerning the Application we can respond most efficiently if sent to me by email at rkraus@epana.com with a copy to Vivaro Corporation's telecommunications attorney, David Nace, at dnace@fcclaw.com. Thank you.

Attachments



PUBLIC NOTICE

Federal Communications Commission
445 12th St., S.W.
Washington, D.C. 20554

News Media Information 202 / 418-0500
Internet: <http://www.fcc.gov>
TTY: 1-888-835-5322

DA 11-936
May 20, 2011

DOMESTIC SECTION 214 AUTHORIZATION GRANTED

Domestic Section 214 Application Filed for the Transfer of Control of STi Prepaid, LLC to Vivaro Corporation

WC Docket No. 10-205

On September 24, 2010, STi Prepaid, LLC (STi) and Vivaro Corporation (Vivaro) (together, Applicants) filed an application pursuant to section 63.03 of the Commission's rules to transfer control of STi to Vivaro.¹

On October 8, 2010, the Commission released a public notice accepting the application for streamlined processing.² On October 21, 2010, the Department of Justice, including the Federal Bureau of Investigation, with the concurrence of the Department of Homeland Security (collectively, the Executive Branch Agencies), filed a letter requesting that the Commission defer action on this application while they reviewed potential national security, law enforcement, and public safety issues.³ In response to the request, the Wireline Competition Bureau removed the application from streamlined review.⁴ On May 19, 2011, the Executive Branch Agencies withdrew their request to defer action, stating that they have no objection to the application.⁵

The Wireline Competition Bureau finds, upon consideration of the record, that grant of the application will serve the public interest, convenience, and necessity. Upon consummation of the transaction, the resulting entity will have a market share in the U.S. interstate interexchange market of less than 10 percent and will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not

¹ 47 C.F.R. § 63.03; see 47 U.S.C. § 214.

² *Domestic Section 214 Application Filed for the Transfer of Control of STi Prepaid, LLC to Vivaro Corporation*, WC Docket No. 10-205, Public Notice, 25 FCC Red 14309 (WCB 2010).

³ See Letter from Kimberly M. Schmid, U.S. Department of Justice, to Marlene H. Dortch, FCC, WC Docket No. 10-205 (filed Oct. 21, 2010).

⁴ *Notice of Removal of Domestic Section 214 Application From Streamlined Treatment*, WC Docket No. 10-205, Public Notice, 25 FCC Red 15253 (WCB 2010).

⁵ Letter from Joanne P. Ongman, U.S. Department of Justice, to Marlene H. Dortch, FCC, WC Docket No. 10-205 (filed May 19, 2011).

a party to the transaction. In addition, the Applicants are not dominant with respect to any domestic service.⁶

Consistent with Commission precedent, the Wireline Competition Bureau accords the appropriate level of deference to the Executive Branch Agencies' expertise on national security and law enforcement issues.⁷ Therefore, pursuant to section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and section 0.291 of the Commission's rules, 47 C.F.R. § 0.291, the Wireline Competition Bureau hereby grants the application discussed in this Public Notice.

Pursuant to section 1.103 of the Commission's rules, 47 C.F.R. § 1.103, the grant is effective upon release of this Public Notice. Petitions for reconsideration under section 1.106 or applications for review under section 1.115 of the Commission's rules, 47 C.F.R. §§ 1.106, 1.115, may be filed within 30 days of the date of this Public Notice.

For further information, please contact Jodie May at (202) 418-0913, Competition Policy Division, Wireline Competition Bureau.

⁶ 47 C.F.R. 63.03(b)(2)(i).

⁷ The Commission considers national security, law enforcement, foreign policy, and trade policy concerns when analyzing a transfer of control or assignment application in which foreign ownership is an issue. *See Amendment of the Commission's Regulatory Policies to Allow Non-U.S. Licensed Satellites Providing Domestic and International Service in the United States*, Report and Order, 12 FCC Rcd 24094, 24170-72, paras. 178-82 (1997); *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, Report and Order and Order on Reconsideration, 12 FCC Rcd 23891, 23919-21, paras. 61-66 (1997) (*Foreign Participation Order*), Order on Reconsideration, 15 FCC Rcd 18158 (2000). In assessing the public interest, the Commission considers the record and accords the appropriate level of deference to Executive Branch expertise on national security and law enforcement issues. *See Foreign Participation Order*, 12 FCC Rcd at 23919-21, paras. 61-66.



U.S. Department of Justice

National Security Division

Assistant Attorney General

Washington, D.C. 20530

May 19, 2011

By E-File

Ms. Marlene H. Dortch
Federal Communications Commission
445 12th St. SW, Room TW-B204
Washington, DC 20554

Re: STi Prepaid/Vivaro Corporation
WC Docket No. 10-205
ITC-T/C-20100923-00385

Dear Ms. Dortch:

The Department of Justice ("DOJ"), including the Federal Bureau of Investigation ("FBI"), with the concurrence of the Department of Homeland Security ("DHS") (collectively, the "Agencies"), officially withdraws its request to defer action on the above-referenced applications. Based on the information provided to the Agencies by the Applicants and analysis by the Agencies of potential national security, law enforcement and public safety issues, the Agencies hereby notify the Commission that they have no objection to the application.

Thank you for your consideration.

Sincerely,

/s/ Joanne P. Ongman
Attorney
National Security Division
U.S. Department of Justice

cc: David Krech (via email at david.krech@fcc.gov)
Best Copy and Printing, Inc. (via email at fcc@bcpiweb.com)
Jim Bird (via email at jim.bird@fcc.gov)
Tracey Wilson-Parker (via email at tracey.wilson-parker@fcc.gov)
Michelle Sclater (via email at Jodie.may@fcc.gov)
George Li (via email at George.li@fcc.gov)



**INTERNATIONAL BUREAU
FCC SELECTED APPLICATION LISTING BY FILE NUMBER
REPORT WR07 - Mon May 23 15:21:29 US/Eastern 2011**

File Number = ITCT/C2010092300385;

File Number: ITC-T/C-20100923-00385

Callsign: None

Streamlined: N

Environmental Impact: None

Status: Action Complete

Red Light: N

Status Date: 05/23/2011

Last Action: Grant of Authority

Grant Date: 05/23/2011

DA #: None

Released Date: 10/28/2010

Accepted For Filing PN Date: 10/29/2010

Action Taken PN Date: None

Term Begin Date: None

Term End Date: None

Date Filed: 09/23/2010

Last Action Date: 05/23/2011

Bond Date: None

Adopted Date: 10/28/2010

Document Viewing

[Other filings related to this application \(Petitions, comments, etc\)](#)

[Public Notice List](#)

[Licensee History](#)

[Attachment Menu](#)

[PDF Version of this application.](#)

[HTML version of this application.](#)

Old File Number: None

Applicant:

STi Prepaid, LLC

1250 Broadway

26th Floor

New York, NY 10001 USA

Contact: David Nace/TODD SLAMOWITZ
LUKAS, NACE, GUTIERREZ, & SACHS,
LLP

8300 GREENSBORO DRIVE

SUITE 1200

MCLEAN, VA 22102 USA

Description: Application filed for consent to the transfer of control of international section 214 authorizations, ITC-214-20020531-00293 and ITC-214-20010220-00085, held by STi Prepaid LLC (STi) to Vivaro Corporation (Vivaro). Pursuant to the terms of an agreement a

FROM:Cherie Kiser

1250 Broadway

TO:

Vivaro Corporation

8300 Greensboro Drive

26th Floor

Suite 1200

New York, NY 10001- USA

McLean, VA 22102 USA

File Numbers: ITC-214-20010220-00085, ITC-214-20020531-00293,

Pre-Defined Reports

[International Telecommunications](#) | [Satellite Earth Stations](#) | [Satellite Space Stations](#) |
[International HF Broadcast Stations and Public Fixed Radio Stations](#) | [General Reports](#)

General Reports

- [Public Notice Search](#)
- [Condition and Provision Text Listing by Code Number](#)
- [Condition and Provision Text Listing for a Given Condition Code and/or Subsystem](#)
- [International Section 214s Authorized Prior to March 1996](#)
- [Application Status - Search by Old File Number](#)

[Advanced Search](#) | [Pre-Defined Reports](#) | [MyIBFS Home](#)

International Telecommunications

- [Accounting Rate Current Authorization Listing by Administration](#)
- [Accounting Rate Current Authorization Listing by Carrier](#)
- [Accounting Rate Pending Listing by Administration](#)
- [Accounting Rate Pending Listing by Carrier](#)
- [Accounting Rate Report Query](#)
- [All Cases Not on A.F.F.P.N.](#)
- [Data Network Code Pending Application List](#)
- [Foreign Carrier Affiliation Notification Pending Application List](#)
- [International Special Projects Pending Application List](#)
- [International Section 214 Current Authorizations List](#)
- [International Section 214 Pending Application List](#)
- [ISPC Assignment Listing](#)
- [ISPC Assignment Listing for a Given State](#)
- [ISPC Pending Application List](#)
- [Recognized Operating Agency Pending Application List](#)
- [Submarine Cable Landing Pending Application List](#)

[Advanced Search](#) | [Pre-Defined Reports](#) | [MyIBFS Home](#)

Satellite Earth Stations

- [Current Authorization List by Callsign](#)
- [Current Authorization List by Licensee](#)
- [Current Authorization List by State and City](#)
- [List of File Numbers for a Given Call Sign](#)
- [Pending Application List](#)
- [Application Status - Search by File Number](#)
- [Grandfathered FSS Earth Stations](#)

[Advanced Search](#) | [Pre-Defined Reports](#) | [MyIBFS Home](#)

Satellite Space Stations

- [Current Authorization by Callsign](#)
- [Current Authorizations by Licensee](#)
- [Current Authorizations by File Number](#)
- [Pending Application List](#)
- [Q Report](#)
- [New! Search for Recent Actions Taken on SAT Applications.](#)
- [New! Search for Space Station Bond.](#)

[Advanced Search](#) | [Pre-Defined Reports](#) | [MyIBFS Home](#)

International HF Broadcast Stations and Public Fixed Radio Stations

- [325-C Pending Application List](#)
- [IHF Current Authorizations by Expiration Due Date](#)
- [IHF Current Authorizations by File Number](#)
- [IHF Pending Application List](#)
- [IPF Current Authorizations by Callsign](#)
- [IPF Current Authorizations by File Number](#)
- [IPF Pending Application List](#)

*FCC - Federal Communications Commission - IBFS Internet Reports - Mon May 23 15:21:33
US/Eastern 2011*