

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

ORIGINAL

October 29, 2010

To: Washington Utilities and Transportation Commission
David W. Danner, Executive Director & Secretary

From: Roberta Kraus
Assistant General Counsel

Re: STi Prepaid, LLC and Vivaro Corporation
Notice of Transfer of Control

2010 NOV -1 AM 10:26

The purpose of this correspondence is to provide notice to the Commission that on October 14, 2010, STi Prepaid, LLC ("STi"), and Vivaro Corporation ("Vivaro") (together with STi the "Parties") consummated an agreement and plan of merger whereby STi merged into Vivaro Acquisition LLC, a wholly-owned subsidiary of Vivaro, with STi remaining as the surviving entity (the "Transaction").¹ STi is registered in Washington to provide resold long distance telecommunications services pursuant to authorization granted in Docket No. UT-071167 on April 1, 2007.

As a result of the Transaction, Vivaro acquired all membership interests in STi and paid the existing members of STi certain merger consideration in the form of cash. Following the Transaction, STi operates under the control of Vivaro and continues to provide prepaid calling cards services in the State of Washington. No changes are planned in the service provided by STi as the result of the transfer of control to Vivaro, and no assignment of STi's assets or customers occurred as a result of the Transaction.

Correspondence regarding this Notice and questions regarding the Transaction should be directed to:

For STi:

STi Prepaid, LLC
Attention: James Continenza
1250 Broadway, 26th Floor
New York, NY 10001
Tel: 212-660-2714
Fax: 212-660-2708

For Vivaro:

Vivaro Corporation
Attention: Meryl Ravitz
1250 Broadway, 30th Floor
New York, NY 10001
Tel: 212-931-8755
Fax: 212-931-8693

¹ It is the Parties' understanding that Commission approval is not required to complete the transaction described herein, pursuant to WAC 480-121-063.

Respectfully submitted,

James V Continenza

By:

James Continenza
STi Prepaid, LLC
1250 Broadway, 26th Floor
New York, NY 10001
(212) 660-2714

By:



Meryl Ravitz
Vivaro Corporation
1250 Broadway, 30th Floor
New York, NY 10001
(212) 931-8773