

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Joint) Application No. C-4309
Application of STiPrepaid, LLC,)
New York, New York, and Vivaro)
Corporation, New York, New York,) GRANTED
seeking approval of a transfer)
of control of STiPrepaid, LLC,)
to Vivaro Corporation.) Entered: January 4, 2011

BY THE COMMISSION:

On October 19, 2010, an application was jointly filed by STiPrepaid, LLC, ("STi"), of New York, New York, and Vivaro Corporation, ("Vivaro"), of New York, New York, (collectively "Applicants"), seeking approval of a transfer control of STi to Vivaro. Notice of the application was published in The Daily Record, Omaha, Nebraska, on November 26, 2010. No protests were filed; therefore, this application is processed pursuant to the Commission's Rule of Modified Procedure.

O P I N I O N A N D F I N D I N G S

The Parties:

STi is a Delaware limited liability company with principal offices located in New York, New York. Sti is a reseller of interexchange telecommunications services in Nebraska under and by virtue of authority heretofore granted by this Commission.¹

Vivaro is a corporation duly organized and existing under and by virtue of the laws of the state of Delaware, with its principal place of business located in New York, New York. Vivaro is not a provider of telecommunications services.

Description of the Transaction:

According to the application, STi and Vivaro entered into an agreement and plan of merger whereby STi will merge into Vivaro Acquisitions LLC, a wholly-owned subsidiary of Vivaro, with STi becoming the surviving entity. As a result, Vivaro will acquire all membership interests in STi and pay the current members of STi certain merger consideration in form of cash.

Applicants state that Vivaro has the technical, financial, and managerial resources to assure STi will continue to provide

¹ See Docket C-3791 (May 30, 2007). See also Docket C-3838 Granted (August 28, 2007).

high quality prepaid telephone services to persons who purchase STi calling cards within Nebraska.

The Applicants state that STi will not be changing its name and the management team of STi will remain in place. The change in ownership of STi will result in no changes affecting the services provided by STi, nor will the change have any material affect on the general day-to-day operations of STi.

The Applicants state that the transaction is in the public interest because it will allow STi to maintain and improve upon its position as a competitor in the prepaid telecommunications market.

Based on the evidence, we find the application to be fair and reasonable and in the public interest. The application should be granted.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-4309 be, and it is hereby, granted.

MADE AND ENTERED at Lincoln, Nebraska, this 4th day of January, 2011.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

Chairman

ATTEST:

Executive Director

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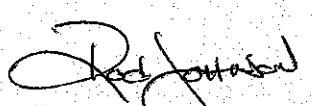
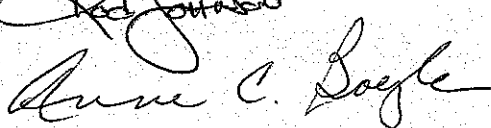
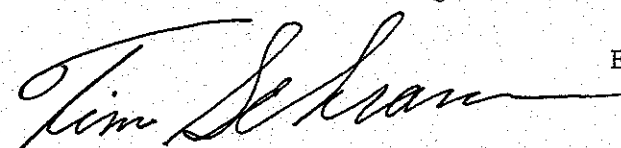
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//s// Frank E. Landis

//s// Gerald L. Vap