

# LUKAS, NACE, GUTIERREZ & SACHS, LLP

8300 GREENSBORO DRIVE, SUITE 1200  
MCLEAN, VIRGINIA 22102  
703 584 8678 • 703 584 8696 FAX

WWW.FCCLAW.COM

RUSSELL D. LUKAS  
DAVID L. NACE  
THOMAS GUTIERREZ\*  
ELIZABETH R. SACHS\*  
DAVID A. LAFURIA  
PAMELA L. GIST  
TODD SLAMOWITZ\*  
TODD B. LANTOR\*  
STEVEN M. CHERNOFF\*  
KATHERINE PATSAS NEVITT\*

CONSULTING ENGINEERS  
ALI KUZEHKANANI  
LEILA REZANAVAZ  
—  
OF COUNSEL  
GEORGE L. LYON, JR.  
LEONARD S. KOLSKY\*  
JOHN CIMKO\*  
J. K. HAGE III\*  
JOHN J. McAVOY\*  
HON. GERALD S. MCGOWAN\*  
TAMARA DAVIS BROWN\*

\*NOT ADMITTED IN VA

Writer's Direct Dial  
(703) 584-8661  
[dnace@fcclaw.com](mailto:dnace@fcclaw.com)

August 19, 2010

Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street, N.W.  
Washington, DC 20554

Attn: Jodie May, Competition Policy Division  
Wireline Competition Bureau

Re: Request for Special Temporary Authority

Dear Ms. Dortch:

With reference to Section 214(a) of the Communications Act, as amended, 47 USC §214(a), Progress International, LLC (“Transferee”) hereby requests Special Temporary Authority (“STA”) for a period of sixty (60) days to allow Epana Networks, Inc. (“Epana” or the “Company”) to continue to provide interstate telecommunications services pending action on an application for permanent Section 214 authority for the transfer of control of Epana from Sienna Limited Partnership III, LP and other stockholders to Transferee.

On June 18, 2010, the parent company of Epana, named Vivaro Corporation (“Vivaro”), was merged into a subsidiary of Transferee. The separate corporate existence of Transferee’s subsidiary ceased and Vivaro continued as the surviving corporation of the merger. Epana thus remained a wholly owned subsidiary of Vivaro which is now wholly owned by Transferee.

Epana resells intrastate, interstate and international long distance toll services to households and businesses located throughout the United States. Its services are offered through the sale of prepaid phone cards. The parties recognize that Commission authorization for transfer of control of Epana was required before the transaction occurred.<sup>1</sup>

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<sup>1</sup> By separate applications, the parties request Section 214 authorization for a transfer of control of Epana relating to resold domestic and international telecommunications services provided by Epana.

However, delaying the acquisition to await FCC approval would have resulted in the financial breakdown of the Company. Days before the acquisition, the Company was unable to pay all its carrier bills by their respective due dates. Without funds to pay the originating/terminating carriers, those carriers would have suspended provision of service, and Epana's ability to complete the calls of calling card customers would have been imperiled. If any single link in the telecommunications chain is broken a call will not go through. The acquisition by Progress helped Epana veer away from financial distress by providing much needed decision-making and investment.

We note that before and after the merger, Epana was and remains the carrier of record to customers. Grant of the requested STA will serve the public interest, convenience and necessity because it will permit the continued provision of service by Epana without interruption to customers while the Commission considers the application for approval of the transfer of control. Customers rely upon Epana for telecommunications service and would be adversely impacted if there was a disruption of service while the application for permanent authorization is processed. As indicated by the accompanying application, the underlying transaction has provided financial stability and efficiencies that better ensure the ongoing provision of high quality telecommunications to the public by Epana on a competitive basis. The transfer of control of Epana does not present any eligibility or anticompetitive concerns under applicable Commission rules and policies.

Transferee acknowledges that grant of this STA request will not prejudice any action the Commission may take on the underlying application for Commission consent to the transfer of control of Epana. Transferee further acknowledges that STA may be revoked by the Commission upon its own motion without a hearing.

Accordingly, favorable action on this STA request is consistent with public interest considerations. If any further information is needed please communicate with me.

Respectfully submitted,



David L. Nace

Attorney for Progress International, LLC and Epana  
Networks, Inc.