

From: Kiser, Cherie [mailto:CRKiser@mintz.com]
Sent: Thursday, January 25, 2007 3:18 PM
To: George Li
Cc: Mikelle Morra; David Krech; Sumita Mukhoty; Collins, Angela
Subject: RE: STi Prepaid, ITC-ASG-20070124-00033

Thank you George.

We have discovered the problem. David Larsen owns a 10% non-voting membership interest in BEI Prepaid, LLC. BEI Prepaid Holdings, LLC holds the remaining 90% membership interest and 100% of the voting interest in BEI Prepaid, LLC. Below is how the paragraph on the bottom of page 7 should read. Please let us know whether you prefer that we submit a letter amending this paragraph or whether you want the amendment in pleading format? We will do so today.

BEI Prepaid, LLC. BEI Prepaid, LLC ("BEI Prepaid"), a Delaware limited liability company will own a seventy-five percent (75%) interest in STI Prepaid after consummation of the Transaction. BEI Prepaid's principal business is telecommunications holdings. David Larsen, a United States citizen, holds a ten percent (10%) non-voting membership interest in BEI Prepaid. BEI Prepaid Holdings, LLC, a Delaware limited liability company whose principal business is telecommunications holdings, owns a ninety percent (90%) membership interest and a one hundred percent (100%) voting interest in BEI Prepaid. BEI Prepaid Holdings, LLC is a wholly-owned subsidiary of Baldwin Enterprises Inc. ("Baldwin"), a Colorado corporation whose principal business is investment. Baldwin is a wholly-owned subsidiary of Phicorp, Inc., a Pennsylvania corporation whose principal business is investment holdings. Phicorp, Inc. is a wholly-owned subsidiary of Leucadia, a publicly-traded New York corporation whose principal business is investment. Ian Cumming and Joseph Steinberg, both of which are United States citizens, each hold a thirteen percent (13%) interest in Leucadia. The business address for David Larsen is 529 East South Temple, Salt Lake City, UT 84102. The address for Ian Cumming is 529 East South Temple, Salt Lake City, UT 84102. The address for Joseph Steinberg, BEI Prepaid, BEI Prepaid Holdings, LLC, Baldwin, Phicorp, Inc., and Leucadia is 315 Park Avenue South, New York, NY 10010.

Thank you for your assistance. Please give us a call if you have any questions regarding this information.

Sincerely,

Cherie

Cherie R. Kiser
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
701 Pennsylvania Avenue, N.W.
Washington, DC 20004

202-434-7325 (direct)
202-434-7400 (facsimile)
202-329-6796 (cell)

www.mintz.com

From: George Li [mailto:George.Li@fcc.gov]
Sent: Thursday, January 25, 2007 1:10 PM
To: Kiser, Cherie
Cc: Mikelle Morra; David Krech; Sumita Mukhoty
Subject: RE: STi Prepaid, ITC-ASG-20070124-00033

Thank you Cherie. You will need to amend the page 7 for both Domestic and International applications. I do not have a good estimate on when the applications will be put on PN, however, you can be assured that your applications will be processed as quickly as we can.

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From: Kiser, Cherie [mailto:CRKiser@mintz.com]
Sent: Thursday, January 25, 2007 12:51 PM
To: George Li
Cc: Mikelle Morra
Subject: RE: STi Prepaid, ITC-ASG-20070124-00033

Hi George:

It has been a while since we spoke, I hope all is well. In response to your inquiry below, yes, you are correct. Please contact me if you have any further questions. Do you have any idea when the application will be put on public notice?

Best regards,

Cherie

Cherie R. Kiser
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
701 Pennsylvania Avenue, N.W.
Washington, DC 20004

202-434-7325 (direct)
202-434-7400 (facsimile)
202-329-6796 (cell)

www.mintz.com

From: George Li [mailto:George.Li@fcc.gov]
Sent: Thursday, January 25, 2007 12:44 PM
To: Kiser, Cherie
Cc: Mikelle Morra
Subject: STi Prepaid, ITC-ASG-20070124-00033

Hi Cherie;
Could you please verify that David Larsen holds 10% non-voting membership interest in BEI Prepaid Holdings,LLC ? (see last line in page 7 of the application).

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