



PUBLIC NOTICE

Federal Communications Commission
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DA 08-2084

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DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF LIGHTYEAR NETWORK SOLUTIONS, LLC TO WHERIFY WIRELESS, INC.

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 08-186

Comments Due: September 25, 2008

Reply Comments Due: October 2, 2008

On August 29, 2008, Lightyear Network Solutions, LLC (Lightyear) and Wherify Wireless, Inc. (Wherify) (together, Applicants) filed an application pursuant to section 63.03 of the Commission's rules requesting approval for the transfer of control of Lightyear to Wherify.¹ In addition, as part of this proposed transaction, the current owners of Lightyear will hold, on a diluted basis, an approximate 51 percent combined interest in Wherify, and Applicants, accordingly, also request authority to transfer control of Wherify to the current investors of Lightyear.

Lightyear, a Kentucky limited liability company, is a wholly-owned subsidiary of LY Holdings, LLC (Holdings), also a Kentucky limited liability company, which in turn is owned by a series of investors.² Lightyear provides competitive local exchange telecommunications service in 44 states and long distance telecommunications services in 49 states. Wherify, a publicly-traded Delaware corporation, develops and provides patented wireless location products and services for family safety and business communications and does not provide telecommunications services in any state. The following U.S. citizen and U.S.-based entity hold, directly or indirectly, a ten percent or greater interest in Wherify: Timothy Neher and GPS Associates, LLC.³ Wherify has created a new, wholly-owned merger subsidiary for the purpose of accomplishing this transaction, Wherify Acquisition, Inc. (Merger Sub), which is also a Delaware corporation. Pursuant to the terms of the proposed transaction, Lightyear and Wherify entered into an Agreement and Plan of Merger whereby Merger Sub will merge with Holdings, with Holdings as the surviving entity and a direct subsidiary of Wherify, and Lightyear will be an indirect subsidiary of

¹ 47 C.F.R. § 63.03; *see* 47 U.S.C. § 214. Applicants are also filing applications for transfer of control associated with authorization for international services. Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications. Applicants filed a supplement to their domestic section 214 application on September 10, 2008.

² The following U.S.-based entities hold, directly or indirectly, a ten percent or greater interest in Holdings: LANJK, LLC, wholly-owned by J. Sherman Henderson II, a U.S. citizen; SullivanLY, LLC, wholly-owned by Chris Sullivan, a U.S. citizen; and Rice-LY Ventures, LLC, wholly-owned by W. Brent Rice, a U.S. citizen.

³ No individual or entity holds, directly or indirectly, a ten percent or greater interest in GPS Associates, LLC.

Wherify.⁴ Applicants assert that the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(i) of the Commission's rules, and that a grant of the application will serve the public interest, convenience, and necessity.⁵

Domestic Section 214 Application Filed for the Transfer of Control of Lightyear Network Solutions, LLC to Wherify Wireless, Inc. WC Docket No. 08-186 (filed Aug. 29, 2008).

GENERAL INFORMATION

The Wireline Competition Bureau finds, upon initial review, that the transfer of control identified herein is acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer of control application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 C.F.R. § 63.03(a), interested parties may file comments **on or before September 25, 2008**, and reply comments **on or before October 2, 2008**. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.⁶ Comments must be filed electronically using (1) the Commission's Electronic Comment Filing System (ECFS) or (2) the Federal Government's e-Rulemaking Portal. See 47 C.F.R. § 63.03(a) ("All comments on streamlined applications shall be filed electronically . . ."); *Electronic Filing of Documents in Rulemaking Proceedings*, 63 FR 24121 (1998).

- Comments may be filed electronically using the Internet by accessing the ECFS, <http://www.fcc.gov/cgb/ecfs/>, or the Federal e-Rulemaking Portal, <http://www.regulations.gov>. Filers should follow the instructions provided on the website for submitting comments.
- For ECFS filers, if multiple docket or rulemaking numbers appear in the caption of this proceeding, filers must transmit one electronic copy of the comments for each docket or rulemaking number referenced in the caption. In completing the transmittal screen, filers should include their full name, U.S. Postal Service mailing address, and the applicable docket or rulemaking number. Parties may also submit an electronic comment by Internet e-mail. To get filing instructions, filers should send an e-mail to ecfs@fcc.gov and include the following words in the body of the message, "get form." A sample form and directions will be sent in response.

In addition, e-mail one copy of each pleading to each of the following:

- 1) The Commission's duplicating contractor, Best Copy and Printing, Inc., fcc@bcpiweb.com; phone: 202 / 488-5300; fax: 202 / 488-5563;

⁴ Applicants state that, following the transaction, Holdings' current owners will hold an approximate 51 percent interest in Wherify and will have the power to appoint five of seven members of Wherify's Board of Directors. They further state that, in addition to Wherify's public shareholders, there may be some additional investors in the combined company as a result of financing transactions, but Applicants do not anticipate that any new investor will hold more than 10 percent of the shares of Wherify. Applicants confirm that they will supplement the application should any such investment be proposed during their financing process.

⁵ 47 C.F.R. § 63.03(b)(2)(i).

⁶ Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.

- 2) Myrva Charles, Competition Policy Division, Wireline Competition Bureau, myrva.charles@fcc.gov;
- 3) Alex Johns, Competition Policy Division, Wireline Competition Bureau, alexis.johns@fcc.gov;
- 4) David Krech, Policy Division, International Bureau, david.krech@fcc.gov; and
- 5) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

Filings and comments are available for public inspection and copying during regular business hours at the FCC Reference Information Center, Portals II, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. They may also be purchased from the Commission's duplicating contractor, Best Copy and Printing, Inc., Portals II, 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554; telephone: 202 / 488-5300; fax: 202 / 488-5563; e-mail: fcc@bcpiweb.com; url: www.bcpiweb.com.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at 202 / 418-0530 (voice), 202 / 418-0432 (tty).

For further information, please contact Myrva Charles at 202 / 418-1506, or Alex Johns at 202 / 418-1167.

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