

BINGHAM

RECEIVED

ORIGINAL

2008 DEC 11 PM 3:03

T.R.A. DOCKET ROOM

Jean L. Kiddoo
Danielle Burt
Phone: 202.373.6000
Fax: 202.373.6001

December 10, 2008

Via Overnight Courier

Sharla Dillon, Docket Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Re: NOTICE OF NON-CONSUMMATION
Docket No. 0800154

Dear Ms. Dillon:

Lightyear Network Solutions, LLC ("Lightyear") and Wherify Wireless, Inc. ("Wherify") (together, "Petitioners") filed a petition in the above-referenced proceeding requesting approval for a transfer of control of Lightyear to Wherify. The TRA issued an approval order on October 20, 2008. On behalf of the Petitioners, we hereby notify the TRA that the Petitioners have reevaluated their business plans in light of current economic conditions and determined not to proceed with the proposed transaction at this time. To the extent that Petitioners may in the future determine to undertake a transaction together, they will seek any necessary approval from the TRA at that time.

Enclosed for filing with the TRA are an original and thirteen (13) copies of this notice. Please date-stamp the enclosed extra copy of this filing and return it in the self-addressed, postage paid envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact Danielle Burt at (202) 373-6039.

Respectfully submitted,



Jean L. Kiddoo
— Danielle Burt

Boston
Hartford
Hong Kong
London
Los Angeles
New York
Orange County
San Francisco
Santa Monica
Silicon Valley
Tokyo
Walnut Creek
Washington

Bingham McCutchen LLP
2020 K Street NW
Washington, DC
20006-1806

T 202.373.6000
F 202.373.6001
bingham.com

A/72777526.1