

LIGHTYEAR
Network Solutions

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T.R.A. DOCKET ROOM

Chairman Eddie Roberson, Ph.D., c/o Sharla Dillon, Dockets and Record Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

10-00121

Re: Joint Petition of LY Holdings, LLC, Lightyear Network Solutions, LLC and Lightyear
Network Solutions, Inc. For Approval of the Indirect Transfer of Control of Lightyear
Network Solutions, LLC

Dear Mr. Roberson:

On behalf of LY Holdings, LLC, Lightyear Network Solutions, LLC and Lightyear Network
Solutions, Inc. (collectively, the "Petitioners"), attached for filing with the Commission is an original and
13 copies of the above-referenced Joint Petition. Also enclosed is a check in the amount of \$25 to cover
the filing fee.

Please acknowledge receipt and acceptance of this filing. I have enclosed a self-addressed
stamped envelope for your convenience. Should you have any questions concerning this filing, please
do not hesitate to contact me at 502.410.1531 or via email at linda.hunt@lightyear.net.

Sincerely,



Linda Hunt
Director of Legal and Regulatory Affairs

LH:

Enclosures

cc: Bingham McCutchen LLP
Brett P. Ferenchak
Jean L. Kiddoo

Joint Petition of
LY Holdings, LLC,
Lightyear Network Solutions, LLC
and
Lightyear Network Solutions, Inc.
For Approval of the *Pro Forma* Change in
Corporate Structure of Lightyear Network
Solutions, LLC

LY Holdings, LLC (“LYH”), Lightyear Network Solutions, LLC (“Lightyear”) and Lightyear Network Solutions, Inc. (formerly known as Libra Alliance Corp.) (“LYNS”) (collectively, “Petitioners”), through their undersigned counsel and pursuant to Tenn. Code Ann. § 65-4-112 and the Authority’s Rules, request approval or such authority as may be necessary or required for a *pro forma* change in Lightyear’s corporate structure that resulted from the insertion of LYNS, a publicly held holding company, in between Lightyear and its former direct parent company, LYH. This change was purely *pro forma*; it did not have any impact whatsoever on the ultimate control of Lightyear or on any services provided by Lightyear and was completely transparent to Lightyear’s customers.

I. BACKGROUND

By letter dated February 10, 2010, Lightyear notified the Authority that it planned to complete the *pro forma* change in corporate structure described herein (the “Notice”). Because the change was purely *pro forma* in nature, Lightyear thought that notice to the Authority was sufficient and Lightyear sent the Notice to the Authority to keep it apprised of its corporate structure. After consulting with

regulatory counsel, Lightyear became aware that approval may be required for the transaction. Petitioners are therefore filing this Petition to obtain approval from the Authority to the extent it may be required. As the *pro forma* change in corporate structure has already occurred, Petitioners request, to the extent permitted, that the Authority grant approval on a *nunc pro tunc* basis.

II. DESCRIPTION OF PETITIONERS

Lightyear and LYH are limited liability companies organized and existing under the laws of the Commonwealth of Kentucky, with offices located at 1901 Eastpoint Parkway, Louisville, Kentucky 40223. Prior to the *pro forma* change of direct control, Lightyear was a wholly owned direct subsidiary of LYH. Lightyear holds domestic and international Section 214 authorizations from the FCC and is authorized to provide local exchange telecommunications services in 44 states and long distance telecommunications services in 49 states. In Tennessee Lightyear is authorized to provide facilities-based and resold local exchange and interexchange telecommunications services pursuant to authority granted in Docket No. 03-00634, April 14, 2004.

LYNS is a publicly held (OTCBB: LYNS) Nevada corporation that has had no operations since 1998. LYNS is the new direct 100% owner of Lightyear, while LYH owns approximately 69% of LYNS. LYNS's pre-transaction shareholders obtained minority interests in LYNS, but no person or entity other than LYH has a 10% or greater direct ownership interest in LYNS.

III. CONTACTS

Questions or inquiries concerning this Petition may be directed to:

John J. Greive
General Counsel
Lightyear Network Solutions, LLC
1901 Eastpoint Parkway
Louisville, KY 40223
502-410-1508 (Tel)
502-515-4138 (Fax)
John.Greive@Lightyear.net

with copies to:

Jean L. Kiddoo, Esq.
Brett P. Ferenchak, Esq.
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
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202-373-6001 (Fax)
jean.kiddoo@bingham.com
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IV. DESCRIPTION OF PRO FORMA CHANGE IN CORPORATE STRUCTURE

Through various agreements, LYH exchanged 100% of its membership interest in Lightyear for shares in LYNS representing an approximately 69% ownership interest. As a result, LYNS became the sole direct owner of Lightyear and LYH became the only direct owner of more than 10% of LYNS. The end result of the exchange was simply the insertion of LYNS in Lightyear's corporate ownership between Lightyear and LYH. Since LYH continues to control Lightyear through LYNS, the transfer of direct control of Lightyear from LYH to LYNS was purely *pro forma* in nature. Further, the majority owner of LYH, and therefore the largest indirect owner of Lightyear, did not change following the insertion of LYNS, and that owner therefore continues to hold indirect control of Lightyear.⁵ For the Commission's

⁵ In addition, the same five Board Members of LYH are now the Board Members of LYNS, which directly owns Lightyear.

convenience, pre- and post-transaction corporate organizational structure charts are provided as Exhibit A.

Following the *pro forma* internal change in corporate structure, Lightyear's customers continue to receive service under the same rates, terms and conditions of service as before. The transaction did not involve a change in Lightyear's operating authority and Lightyear's rates remain in effect. Thus, the transaction was seamless and transparent to consumers. Further, there was no change in Lightyear's management as a result of this change of corporate structure.

V. PUBLIC INTEREST CONSIDERATIONS

Petitioners respectfully submit that the *pro forma* change in corporate structure serves the public interest. In particular, Petitioners submit that the transaction was transparent to consumers. Following the *pro forma* change of control, Lightyear continues to offer service with no change in the rates or terms and conditions of service. Further, Lightyear continues to provide service to its customers under the same names, and continues to be led by an experienced management team. Therefore, the change in corporate structure, which simply inserted an intermediate holding company, was seamless and transparent to consumers. Further, the transaction provides Lightyear access to the expanded capital markets available to a publicly traded entity.

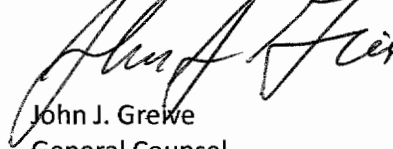
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VI. **CONCLUSION**

For the reasons stated above, Petitioners respectfully submit that the public interest will be furthered by expeditious grant of this Petition.

Respectfully submitted,

LY Holdings, LLC
Lightyear Network Solutions, LLC
~~Lightyear Network Solutions, Inc.~~



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Lightyear Network Solutions, LLC
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Dated: June 7, 2010

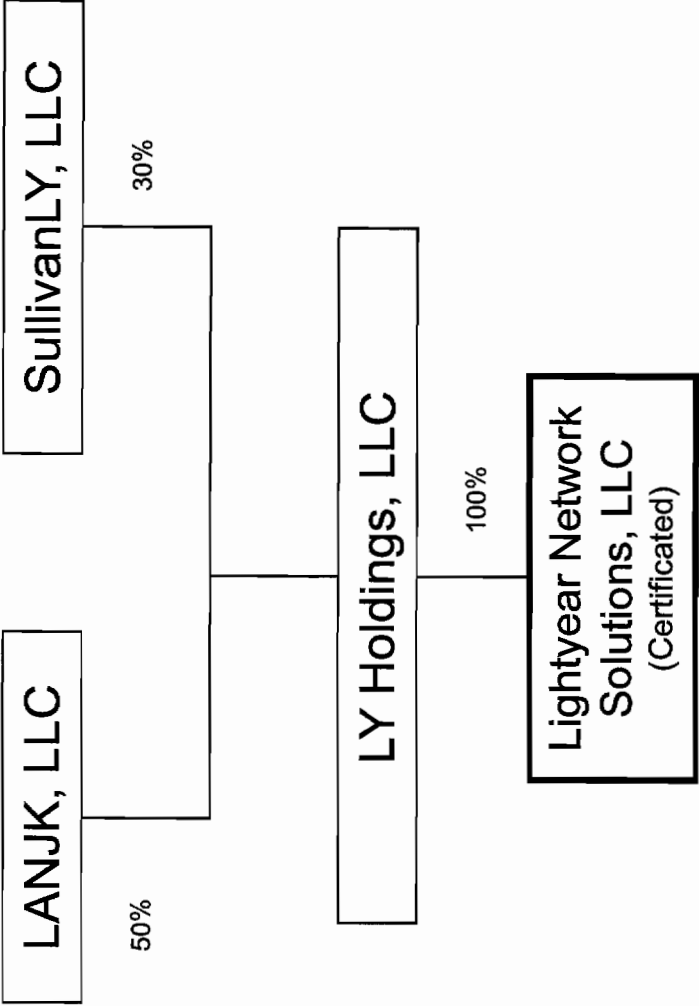
LIST OF EXHIBITS

Exhibit A	Pre- and Post-Transaction Corporate Organizational Structure
Verification	

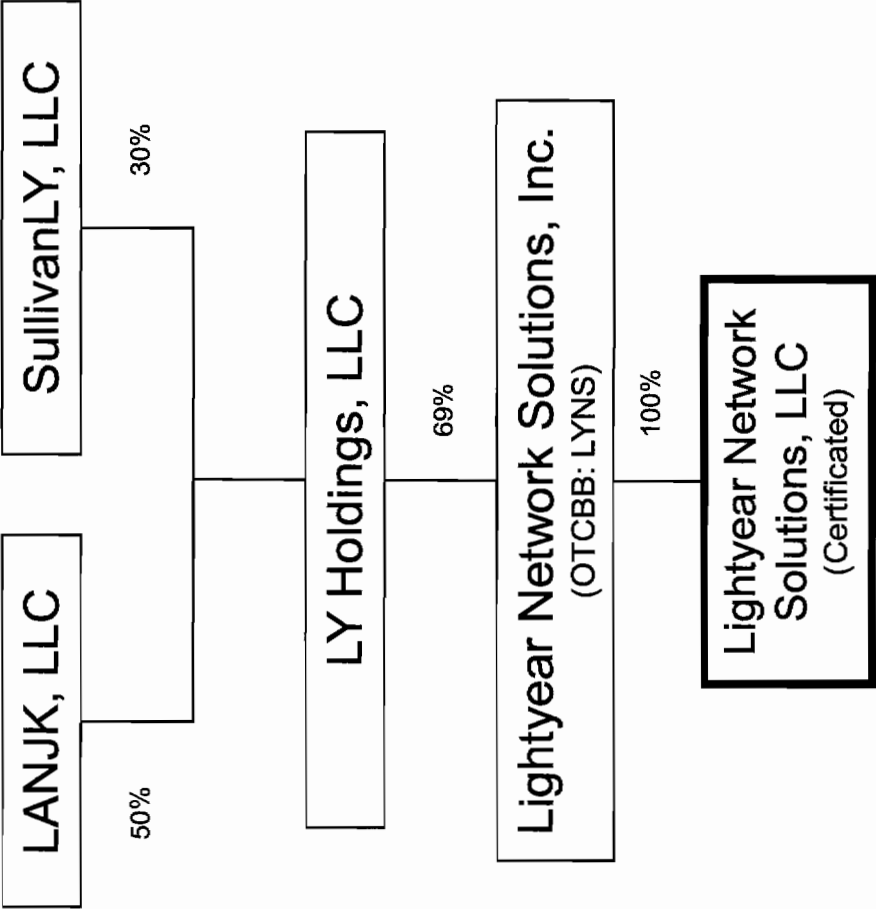
EXHIBIT A

Pre- and Post-Transaction Corporate Organizational Structure

Pre-Transaction Illustrative Organization Chart



Post-Transaction Illustrative Organization Chart



Verification

COMMONWEALTH OF KENTUCKY §
 §
COUNTY OF JEFFERSON §

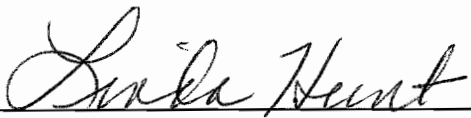
VERIFICATION

I, John J. Greive, state that I am Vice President of Regulatory Affairs and General Counsel of Lightyear Network Solutions, LLC, LY Holdings, LLC and Lightyear Network Solutions, Inc. (collectively, the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



John J. Greive
Vice President of Regulatory Affairs
& General Counsel
Lightyear Network Solutions, LLC
LY Holdings, LLC
Lightyear Network Solutions, Inc.

Sworn and subscribed before me this 7th day of June, 2010.



Notary Public, State-at-Large, Kentucky

My commission expires July 6, 2013.