

BEFORE THE
PUBLIC SERVICE COMMISSION OF UTAH

_____)
Joint Petition of)
)
LY Holdings, LLC,)
Lightyear Network Solutions, LLC)
)
and) Docket No. _____
)
Lightyear Network Solutions, Inc.)
)
For Approval of the *Pro Forma* Change in)
Corporate Structure of Lightyear Network)
Solutions, LLC)
_____)

JOINT PETITION

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 Utah Code Ann. §§ 54-4-28 & 54-4-29 and the rules of the Commission, including R746-349-7, 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.

In support of this Petition, Petitioners state as follows:

I. BACKGROUND

By letter dated February 10, 2010, Lightyear notified the Commission 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 Commission was sufficient

and Lightyear sent the Notice to the Commission to keep the 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 Commission 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 Commission 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 Utah Lightyear is authorized to provide facilities-based and resold local exchange and interexchange telecommunications services pursuant to authority granted in Docket No. 04-2434-01, April 7, 2005.

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:

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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.⁶ For the Commission's

⁶ 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.

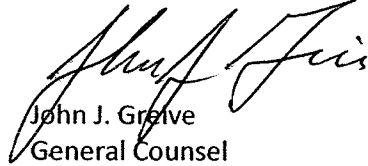
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VI. CONCLUSION

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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Dated: June 1, 2010

LIST OF EXHIBITS

Exhibit A

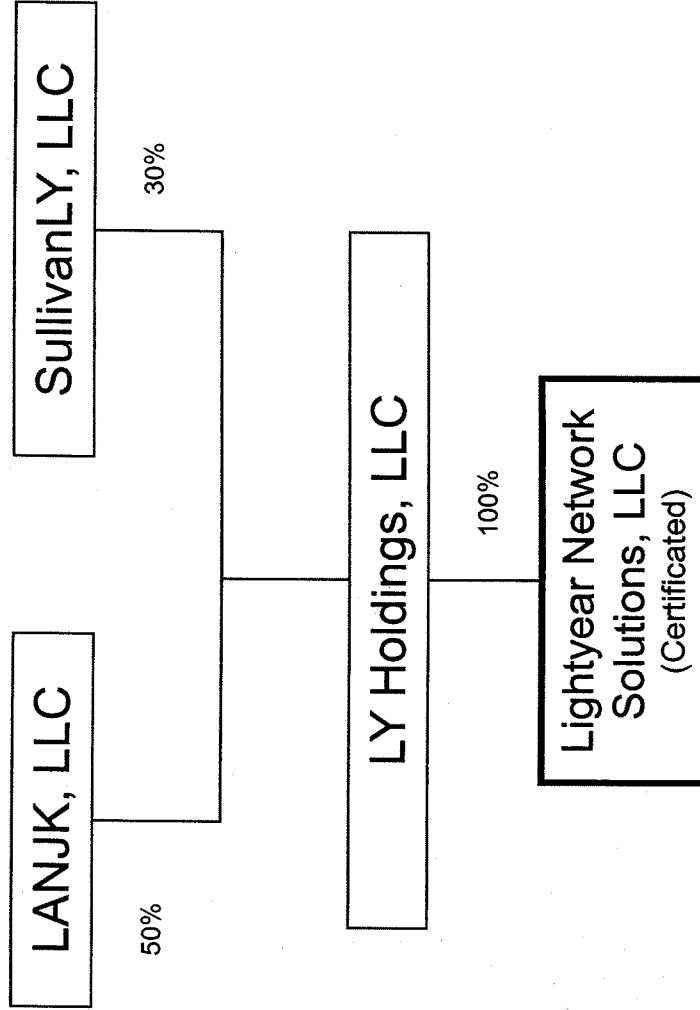
Pre- and Post-Transaction Corporate Organizational Structure

Verification

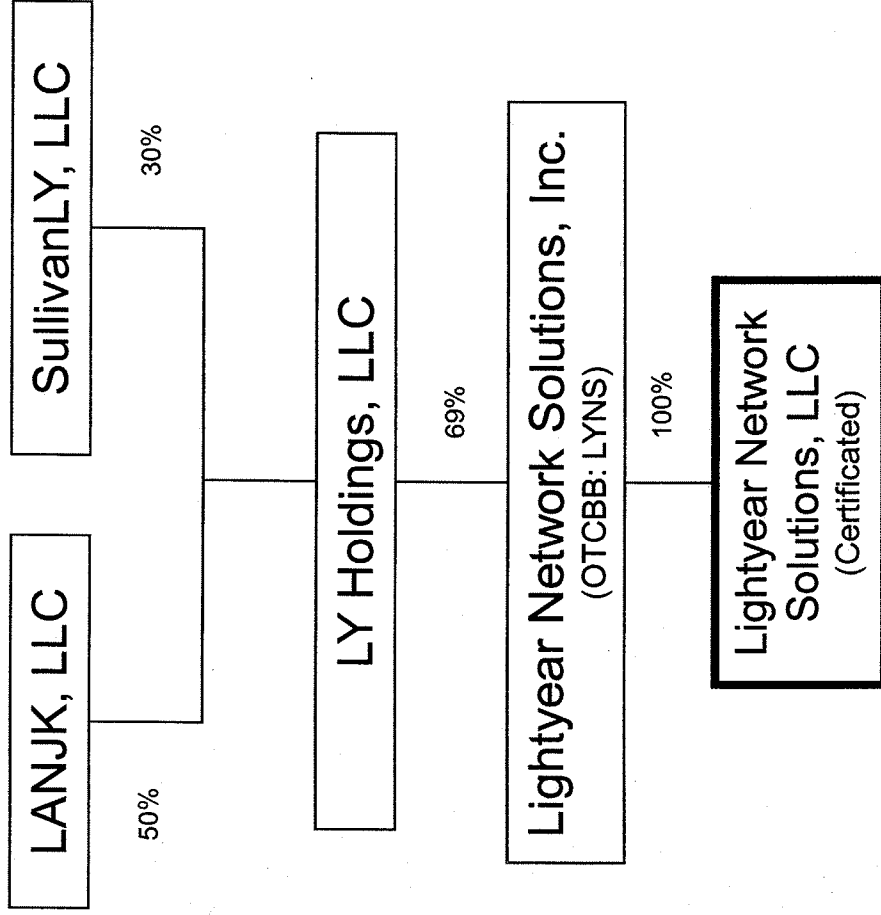
EXHIBIT A

Pre- and Post-Transaction Corporate Organizational Structure

Pre-Transaction Illustrative Organization Chart



Post-Transaction Illustrative Organization Chart



Verification

