

ITC-T/C-20080828-00410

Lightyear Network Solutions, LLC

Transfer of Control

Current Licensee:

Lightyear Network Solutions, LLC

From:

~~Lightyear Network Solutions, LLC~~

To:

Wherify Wireless, Inc.

Application for consent to the transfer of control of international section 214 authorization, ITC-214-19930903-00004, held by Lightyear Network Solutions, LLC (Lightyear), from the current shareholders of its 100% direct parent, LY Holdings, LLC (Holdings) to Wherify Wireless, Inc. (Wherify). Pursuant to the terms of an August 12, 2008 Agreement and Plan of Merger, Wherify Acquisition Inc. (Merger Sub), a wholly-owned subsidiary of Wherify created to accomplish this transaction, will merge with and into Holdings, with Holdings emerging as the surviving entity from the transaction. After closing, Holdings will be a direct, wholly-owned subsidiary of Wherify, and Lightyear will be an indirect, wholly-owned subsidiary of Wherify.

GPS Associates, LLC currently has a 43% ownership interest in Wherify, and Timothy Neher has a 10.5% ownership interest. LANIK, LLC, wholly-owned by J. Sherman Henderson III, currently has a 50% ownership interest in Holdings; SullivanLY, LLC, wholly-owned by Chris Sullivan, has a 29.87% ownership interest; and Rice-LY Ventures, LLC, wholly-owned by W. Brent Rice, has a 10% ownership interest. Post-transaction, the current owners of Holdings will hold on a fully diluted basis approximately 51 percent combined interest in Wherify, and the authority to appoint five (5) of the seven (7) members of Wherify's Board of Directors. No other individual or entity is expected to hold a 10 percent or greater direct or indirect equity or voting ownership interest in Wherify after the transaction.

Dave's
would
hope you
approve
edits.

GR

Yes
for
consent.

OK

Transcribing

BINGHAM

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December 9, 2008

Via Electronic Filing

Marlene Dortch, Secretary
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554

Re: NOTICE OF NON-CONSUMMATION

WC Docket No. 08-186; File Numbers **ITC-T/C-20080828-00410** and ITC-T/C-
20080926-00437 - Application for the Transfer of Control of Lightyear
Network Solutions, LLC and Wherify Wireless, Inc.

Dear Secretary Dortch:

Lightyear Network Solutions, LLC and Wherify Wireless, Inc. (“Wherify”) (together, “Applicants”) filed an Application in the above-referenced proceedings requesting approval for a transfer of control. The Commission issued approval on October 3, October 12, and October 24, 2008. On behalf of the Applicants, we hereby notify the Commission that the Applicants 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 Applicants may in the future determine to undertake a transaction together, they will seek any necessary approval from the Commission at that time.

This letter is being filed in the Commission’s Electronic Comment Filing System (“ECFS”) and International Bureau Filing System (“IBFS”). Please direct any questions to Danielle Burt at (202) 373-6039.

Respectfully submitted,

/s/ electronically signed

Jean L. Kiddoo
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