

Jean L. Kiddoo  
Brett P. Ferenchak  
jean.kiddoo@bingham.com  
brett.ferenchak@bingham.com

March 11, 2010

**Via MyIBFS and Courier**

Marlene H. Dortch, Secretary  
Office of the Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Room TW-A325  
Washington, DC 20554

**Attn: International Bureau  
Wireline Competition Bureau**

**Re: Notification Regarding a *Pro Forma* Change of Direct Control of Lightyear Networks Solutions, LLC**

Dear Secretary Dortch:

Lightyear Networks Solutions, LLC (“Lightyear”), Libra Alliance Corp. (“Libra”) and LY Holdings, LLC (“LYH”) (Lightyear, Libra and LYH collectively, the “Parties”), through their undersigned counsel, and pursuant to Sections 63.03(d) and 63.24(d) and (f) of the Commission’s Rules, notify the Commission of a *pro forma* change of direct control of Lightyear from LYH to Libra, which was completed on February 12, 2010. The change of direct control is *pro forma* in nature because LYH continues to have ultimate indirect control of Lightyear after change in direct control.

**Description of the Parties**

Lightyear and LYH are 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.

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

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

T +1.202.373.6000  
F +1.202.373.6001  
bingham.com

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### **Description of the *Pro Forma* Change of Direct Control**

Through various agreements, LYH exchanged 100% of its membership interest in Lightyear for shares in Libra representing an approximately 69% ownership interest. As a result, Libra became the sole direct owner of Lightyear and LYH became the only direct owner of more than 10% of Libra. The end result of the exchange was insertion of Libra in Lightyear's corporate ownership in between Lightyear and LYH. Since LYH continues to control Lightyear through Libra, the transfer of direct control of Lightyear from LYH to Libra was *pro forma* in nature. For the Commission's convenience, pre- and post-transaction corporate organizational structure charts are provided as Exhibit A.

Following the *pro forma* internal merger, 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 control.

The Parties certify that the transaction was *pro forma* and that it did not result in a change in Lightyear's ultimate ownership or control.

### **Public Interest Considerations**

The Parties respectfully submit that the proposed transaction serves the public interest. In particular, the Parties 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 transfer of control of Lightyear was seamless and transparent to consumers. Further, the transaction provides Lightyear access to the expanded capital markets available to a publicly traded entity.

### **Information Required by Sections 63.03(d)(2) and 63.24(f)(2)**

As required by Sections 63.03(d)(2) and 63.24(f)(2), the Parties provides the following information required by 63.04(a)(1) through (a)(4) with respect to the Parties:

Name and address of each Party (Sections 63.04(a)(1) & 63.18(a)):

Lightyear Network Solutions, LLC	<b>FRN: 0010045128</b>
LY Holdings, LLC	<b>FRN: 0018126557</b>
Libra Alliance Corp.	<b>FRN: 0019610898</b>
1901 Eastpoint Parkway	
Louisville, Kentucky 40223	
(502) 253-1508 (Tel)	

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State of organization (Sections 63.04(a)(2) & 63.18(b)):

Lightyear and LYH are Kentucky limited liability companies.

Libra is a Nevada corporation.

Contact Person(s) (Section 63.04(a)(3) & 63.18(c)):

Jean L. Kiddoo  
Brett P. Ferenchak  
Bingham McCutchen LLP  
2020 K Street, N.W.  
Washington, DC 20006-1806  
202-373-6000 (Tel)  
202-373-6001 (Fax)  
jean.kiddoo@bingham.com  
brett.ferenchak@bingham.com

with copies to:

John J. Greive  
General Counsel  
Lightyear Network Solutions, LLC  
1901 Eastpoint Parkway  
Louisville, KY 40223  
502-244-6666 Ext. 1248 (Tel)  
502-515-4138 (Fax)  
John.Greive@Lightyear.net

Section 214 Authorizations Held (Section 63.18(d)):

Lightyear holds international Section 214 authority granted in ITC-214-19930903-00004 (Old file No. ITC-93-317) and ITC-214-19980506-00299 (Old File No. ITC-98-345).<sup>1</sup> Lightyear also holds blanket domestic Section 214 authority to provide interstate telecommunications services.

Neither LYH nor Libra hold Section 214 authorization.

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<sup>1</sup> These authorizations were assigned to Lightyear from Lightyear Telecommunications, LLC, Debtor-in-Possession in IB File Nos. ITC-ASG-20031224-00562 and ITC-ASG-20031222-00561, respectively.

Ownership Information (Sections 63.04(a)(4) & 63.18(h)):

As a result of the *pro forma* change in direct control, the following entities hold, directly or indirectly a 10% or greater interest<sup>2</sup> in Lightyear as calculated pursuant to the Commission ownership attribution rules for international telecommunications carriers:

(1) The following entity has a 10% or greater direct interest in **Lightyear Network Solutions, LLC:**

Name: Libra Alliance Corp.  
Address: 1901 Eastpoint Parkway  
Louisville, KY 40223  
Ownership Interest: 100% (directly in Lightyear)  
Citizenship: U.S.  
Principal Business: Holding Company

(2) The following entity has a 10% or greater direct interest in **Libra Alliance Corp.:**

Name: LY Holdings, LLC  
Address: 1901 Eastpoint Parkway  
Louisville, KY 40223  
Ownership Interest: Approx. 69% (directly in Libra and indirectly in Lightyear)  
Citizenship: U.S.  
Principal Business: Holding Company

(3) The following entities has a 10% or greater direct or indirect interest in **LY Holdings, LLC:**

Name: LANJK, LLC  
Address: 1901 Eastpoint Parkway  
Louisville, KY 40223  
Ownership Interest: 50% (directly in LYH and 34.5% indirectly in Lightyear through Libra and LYH)  
Citizenship: U.S.  
Principal Business: Telecommunications

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<sup>2</sup> Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

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LANJK, LLC's is wholly owned by Judith Henderson and managed by J. Sherman Henderson, III, both U.S. citizens who can be contacted at the same address.

Name: SullivanLY, LLC  
Address: 3717 W. North "B" Street  
Tampa, FL 33609  
Ownership Interest: 30% (directly in LYH and 20.7% indirectly in Lightyear through Libra and LYH)  
Citizenship: U.S.  
Principal Business: Investment

SullivanLY, LLC is wholly owned and managed by Chris Sullivan, a U.S. citizen who can be contacted at the same address.

No other entity holds a 10% or greater direct or indirect interest in Lightyear. The Parties do not have any interlocking directorates with a foreign carrier.

No other person or entity, directly or indirectly, owns or controls ten percent (10%) or more of the Parties. The Parties do not have any interlocking directorates with a foreign carrier.

\* \* \* \*

An original and five (5) copies of this letter are enclosed for filing. Please date-stamp the extra copy and return it in the envelope provided. In addition, this notification letter is being filed electronically via MyIBFS. Please direct any questions to the undersigned.

Respectfully submitted,



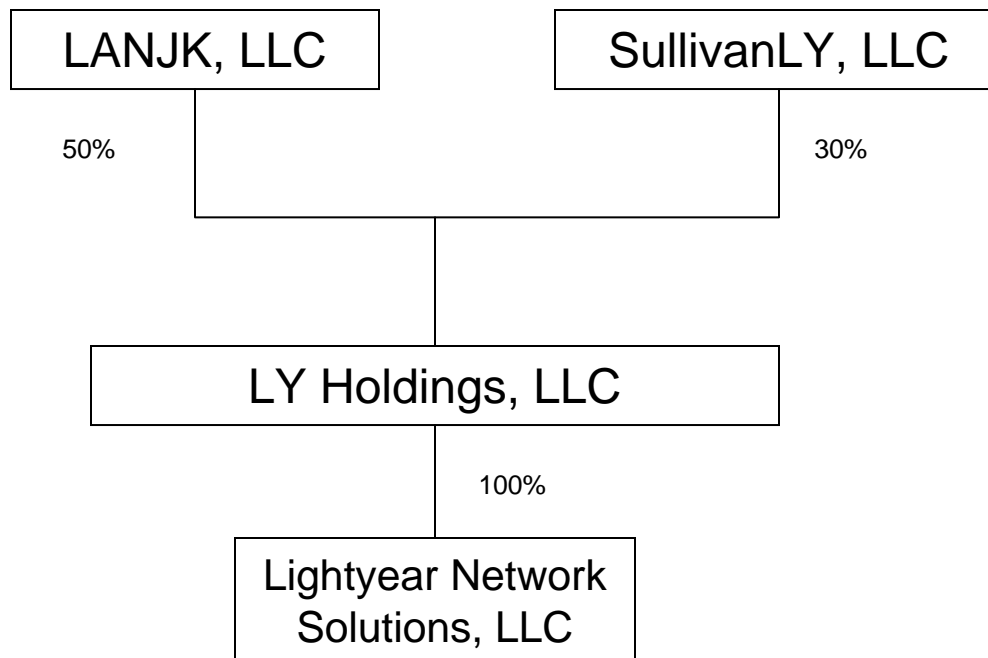
Jean L. Kiddoo  
Brett P. Ferenchak

Counsel for Parties

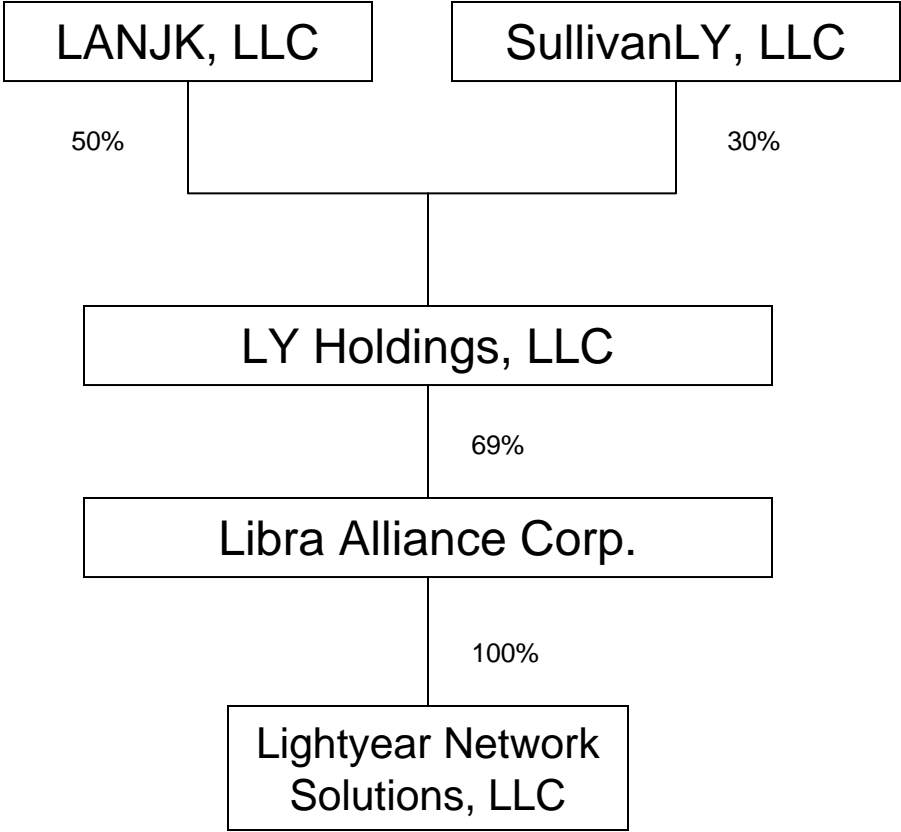
**EXHIBIT A**

**Pre- and Post-*Pro Forma* Transaction Corporate Organizational Charts**

## Pre-Transaction Illustrative Organization Chart



# Post-Transaction Illustrative Organization Chart

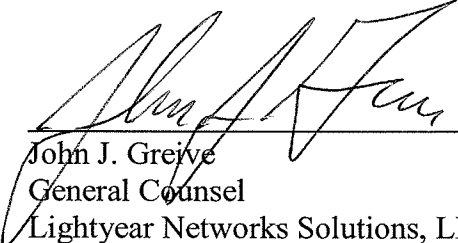




## VERIFICATION

I, John J. Greive, state that I am the General Counsel of Lightyear Networks Solutions, LLC, Libra Alliance Corp. and LY Holdings, LLC (the "Companies"); that I am authorized to make this Verification on behalf of the Companies; 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.

I declare under penalty of perjury that the foregoing is true and correct. Executed this   //   day of March, 2010



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John J. Greive  
General Counsel  
Lightyear Networks Solutions, LLC  
Libra Alliance Corp.  
LY Holdings, LLC