

BINGHAM

ORIGINAL
RECEIVED

DEC 12 2008

PUBLIC SERVICE
COMMISSION

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

December 11, 2008

Via Overnight Courier

Stephanie Stumbo, Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40602-8294

Re: NOTICE OF NON-CONSUMMATION

Dear Ms. Stumbo:

Lightyear Network Solutions, LLC ("Lightyear") and Wherify Wireless, Inc. ("Wherify") (together, "Parties") filed a Notice on August 28, 2008, to notify the Commission a transfer of control of Lightyear to Wherify. On behalf of the Parties, we hereby notify the Commission that the Parties 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 Parties may in the future determine to undertake a transaction together, they will notify the Commission at that time.

Enclosed for filing with the Commission are an original and ten (10) 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/72778487.1