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**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION**

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August 29, 2008

Via Overnight Courier

Patricia Van Gerpen, Executive Director
South Dakota Public Utilities Commission
500 E. Capitol Avenue
State Capitol Building, 1st Floor
Pierre, SD 57501

**Re: Lightyear Network Solutions, LLC and Wherify Wireless, Inc.
Notice of Indirect Transfer of Control**

Dear Ms. Van Gerpen:

Lightyear Network Solutions, LLC ("Lightyear") and Wherify Wireless, Inc. ("Wherify") (together, "Parties") hereby notify the Commission of a transaction that will result in the indirect transfer of control of Lightyear, a competitive carrier that holds authority to provide intrastate telecommunications services in South Dakota, to Wherify through the merger of Lightyear's parent, LY Holdings, LLC ("Holdings") into and with Wherify Acquisition, Inc. ("Merger Sub"), a Wherify subsidiary created for the purpose of this transaction, with Holdings emerging as the surviving entity and a direct subsidiary of Wherify.

Other than the insertion of Wherify as the ultimate parent of Lightyear, the proposed transaction will not have any significant impact on the Commission's regulatory oversight of Parties. No transfer of certificates, assets or customers will occur as a consequence of the proposed stock transaction. Lightyear will continue to provide service to its existing customers in South Dakota pursuant to its existing authorization and at the same rates, terms and conditions. Accordingly, this transaction will be virtually transparent to Lightyear's customers, and the company will continue to be run by a combination of the highly experienced, well qualified management, operational and technical personnel that operate the company today. Indeed, the current owners of Lightyear will be the largest owners of Wherify following the transaction and will have the power to appoint a majority of its Board of Directors.

The Parties further state as follows:

- Boston
- Hartford
- Hong Kong
- London
- Los Angeles
- New York
- Orange County
- San Francisco
- Santa Monica
- Silicon Valley
- Tokyo
- Walnut Creek
- Washington

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I. Description of the Companies

A. Lightyear Network Solutions, LLC

Lightyear is a limited liability company organized and existing under the laws of the Commonwealth of Kentucky, with offices located at 1901 Eastpoint Parkway, Louisville, Kentucky 40223. Lightyear is a wholly owned subsidiary of Holdings, a Kentucky limited liability company also located in Louisville, Kentucky, and Holdings is owned by a series of investors including LANJK, LLC, SullivanLY, LLC, and Rice-LY Ventures, LLC. 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 South Dakota, Lightyear is authorized to provide resold interexchange telecommunications services pursuant to authority issued in Docket No. TC03-200 on February 25, 2004. Further information regarding Lightyear and the services it provides has previously been submitted to the Commission and Parties request that it be incorporated herein by reference.

B. Wherify Wireless, Inc.

Wherify, a Delaware corporation, is a public company traded over-the counter under the symbol "WFYW" and has principal offices located at 63 Bovet Rd, Suite 521, San Mateo, CA 94402-3104. For the purpose of accomplishing this transaction, Wherify created a new, wholly-owned merger subsidiary, Merger Sub, a Delaware corporation. Wherify is a pioneering developer of patented wireless location products and services for family safety and business communications. Its portfolio of intellectual property includes proprietary integration of the US Government's Global Positioning System (GPS) and wireless communication technologies; patented back-end location service; the Wherifone™ GPS locator phone which provides real-time location information and lets families with pre-teens, seniors, or those with special medical needs, stay connected and in contact with each other. Wherify holds international Section 214 authority from the FCC.

II. Designated Contacts

For the purposes of this filing, questions or any correspondence, orders, or other materials should be directed to the following contacts:

Counsel for Parties:

Jean L. Kiddoo
Danielle C. Burt
Katie B. Besha
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Email: jean.kiddoo@bingham.com
danielle.burt@bingham.com
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With copies to:

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1901 Eastpoint Parkway
Louisville, Kentucky 40223
Tel: (502) 253-1508
Fax: (502) 515-4138
Email: john.greive@lightyear.net

and

Vincent D. Sheeran
Wherify Wireless, Inc.
63 Bovet Rd, #521
San Mateo, CA 94402
Tel: (650) 641-2225
Fax: (650) 641-2225
Email: vsheeran@wherify.com

III. Description of the Transaction

Lightyear and Wherify entered into an Agreement and Plan of Merger (“Agreement”) on August 12, 2008, whereby Merger Sub will merge with Holdings, with Holdings surviving. As a result, Holdings will be a direct, wholly-owned subsidiary of Wherify, and Lightyear will be an indirect subsidiary of Wherify. Parties expect that following the transaction Holdings’ current owners will hold on a fully diluted basis approximately 51

percent combined interest in Wherify. They will also have the power to appoint 5 members of its Board of Directors – a majority of the 7-person Board. In addition to Wherify's public shareholders, there will be some additional investors in the combined company at closing as a result of certain financing transactions, but Parties do not anticipate that any such new investor will hold an attributable interest in more than 10 percent of the shares of Wherify. Parties therefore notify the Commission of the indirect transfer of control of Lightyear to Wherify.¹ For the Commission's convenience, pre- and post-transaction illustrative organization charts for the combined operating companies are provided as Exhibit A.

Immediately following the consummation of the proposed transaction, Lightyear will continue to offer service with no change in the name of the company, or its rates or terms and conditions of service. Therefore, the transfer of control of Lightyear will be seamless and virtually transparent to consumers in the State.

IV. Public Interest Considerations

Parties submit that the proposed transaction will serve the public interest. The proposed acquisition will enable Lightyear to obtain access to additional financial resources as a result of its new publicly-traded parent company. These additional resources will allow Lightyear to strengthen its competitive position in South Dakota to the benefit of South Dakota's consumers and the State's telecommunications marketplace.

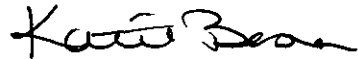
In addition, the transaction will be conducted in a manner that will be virtually transparent to customers of Lightyear. The transfer of ultimate control of Lightyear will not result in a change of carrier for customers or any transfer of authorizations. Following consummation of the proposed transaction, Lightyear will continue to provide high-quality communications services to its customers without interruption and without change in rates, terms or conditions. Parties emphasize that the proposed transfer of control will be seamless and virtually transparent to the customers of Lightyear, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers.

¹ The Parties anticipate changing the name of Wherify to Lightyear Network Solutions, Inc. as soon as practicable after closing.

Patricia Van Gerpen, Executive Director
August 29, 2008
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An original and ten (10) copies of this filing are enclosed. Please date-stamp the enclosed extra copy of this letter and return it in the attached self-addressed, stamped envelope. Please contact Danielle Burt at (202) 373-6039 if the Commission has any questions regarding this matter.

Respectfully submitted,

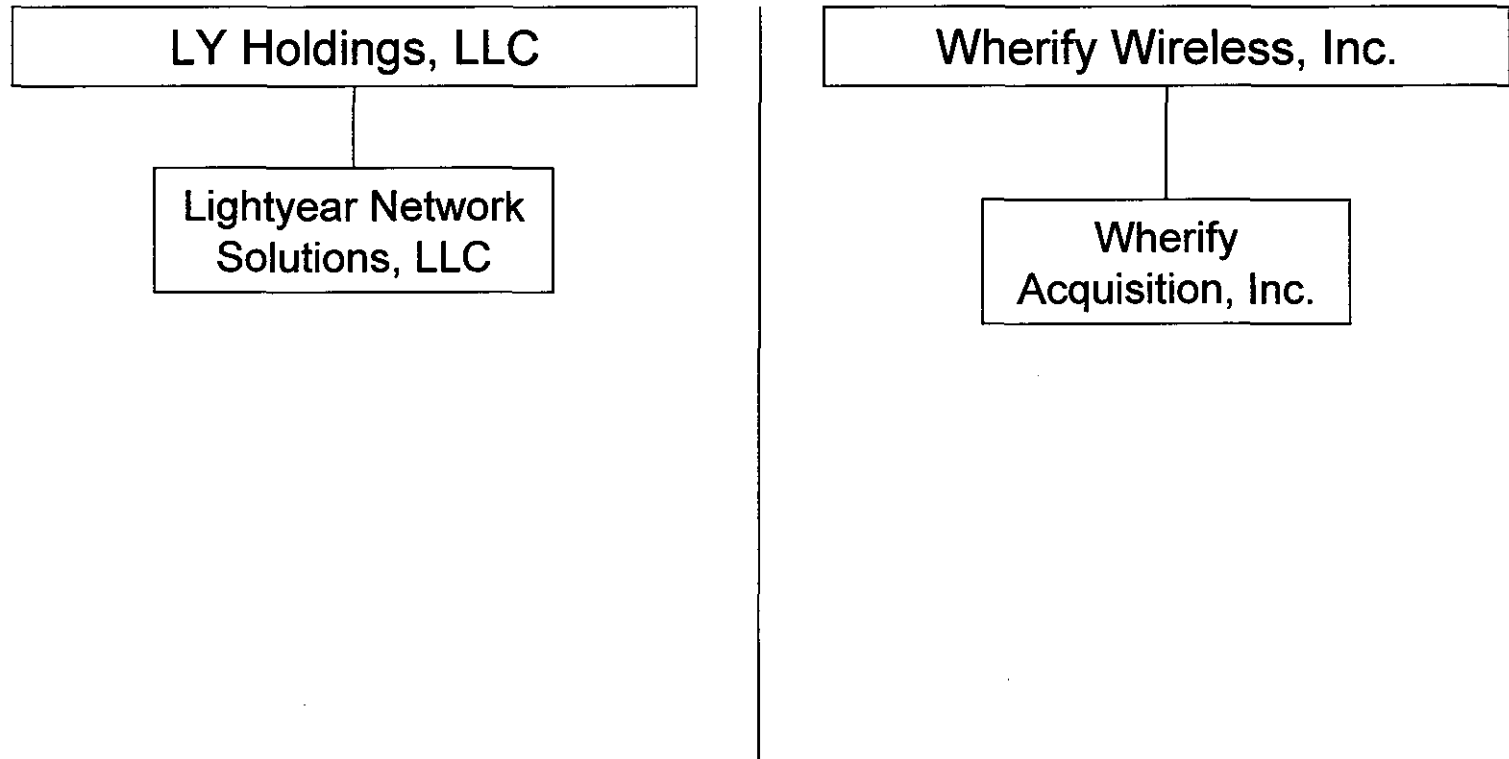
A handwritten signature in black ink, appearing to read "Katie Besha". The signature is fluid and cursive, with the first name "Katie" and last name "Besha" clearly distinguishable.

Jean L. Kiddoo
Danielle Burt
Katie B. Besha

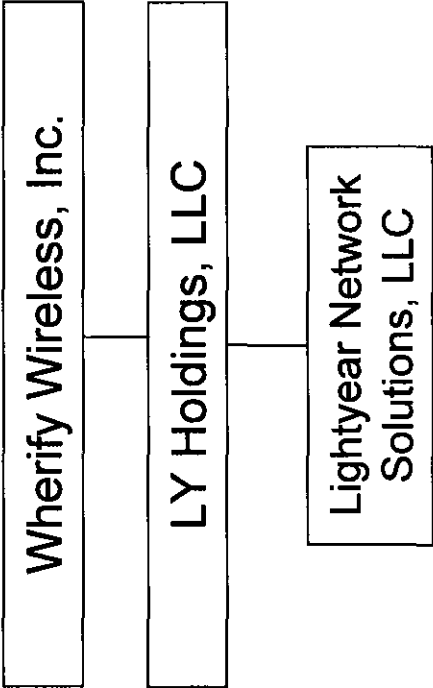
EXHIBIT A

Pre- and Post-Transaction Illustrative Chart

Pre-Transaction Illustrative Organization Chart



Post-Transaction Illustrative Organization Chart



Verifications

STATE OF KENTUCKY

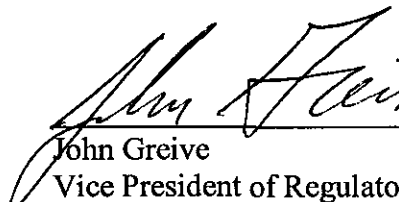
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CITY OF LOUISVILLE

VERIFICATION

I, John Greive, state that I am Vice President of Regulatory Affairs and General Counsel; that I am authorized to make this Verification on behalf of Lightyear Network Solutions, LLC; 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 19th day of August, 2008.



John Greive
Vice President of Regulatory Affairs
& General Counsel
Lightyear Network Solutions, LLC

SD

STATE OF KENTUCKY

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CITY OF LOUISVILLE

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VERIFICATION

I, Vincent D. Sheeran, hereby declare that I am the Chief Executive Officer of Wherify Wireless, Inc.; that I am authorized to make this Verification on behalf of Wherify Wireless, Inc.; 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 forgoing is true and correct. Executed this 21st day of August, 2008.



Vincent D. Sheeran
Chief Executive Officer
Wherify Wireless, Inc.

SD