

**APPLICATION FOR TRANSFER OF CERTIFICATE OF AUTHORITY TO
PROVIDE COMPETITIVE TELECOMMUNICATIONS SERVICES IN OREGON**

INSTRUCTIONS: Complete every applicable section of this application. Attach additional documents and/or sheets to complete responses (if needed). You will be notified when the Commission receives your application, and again when it has been processed. Upon acceptance of this application, the Commission will publish notice pursuant to ORS 759.020(2). After submitting this application electronically, mail one copy with original signature and all attachments.

Desired Effective Date:

To guarantee processing by the effective date, the Commission must receive an application at least 60 days prior to the desired effective date unless Commission Staff and Applicant have agreed to an earlier effective date. The Commission allows filing and notice prior to effective date of transaction. The Commission will issue an order on the desired effective date unless Applicant files a notice of extension or withdraws the application.

SECTION I -- Transferee/Surviving Entity Information

1. Exact Legal Name of Surviving Entity or Transferee:

Lightyear Network Solutions, LLC

Applicant's Assumed Business Name(s) (if any) (e.g., dba, aka)

Must be registered with the Corporation Division.

Applicant's Type of Legal Entity (e.g., corporation, limited partnership)

Limited Liability Company

Business Address

1901 Eastpoint Parkway

Louisville KY 40223

Phone **502-244-6666**

Fax **502-515-4138**

Email **lindah@lightyearcom.com**

2. Name and Address of Person to be Contacted for Further Information Regarding This Application:

William B. Wilhelm, Jr. and Douglas D. Orvis II

Swidler Berlin Shereff Friedman, LLP

3000 K Street, NW, Suite 300

Washington DC 20007

Phone **202-424-7500**

Fax **202-424-7647**

Email **wbwilhelm@swidlaw.com;**
ddorvis@swidlaw.com

3. Name and Address of Person to be Contacted for Regulatory Information (Commission will send requests for information to this person).

Linda Hunt

Lightyear

1901 Eastpoint Parkway

Louisville KY 40223

Phone **502-244-6666**

Fax **502-515-4138**

Email **lindah@lightyearcom.com**

4. **Affiliated Interests:**

As of the date of the transfer, will you be, or are you now, or have you ever been affiliated with any provider of telecommunications service that serves Oregon? If so, who? When? Describe affiliation. Affiliated interest is defined in OAR 860-032-0001.

5. Previous Certificates of Authority:

List each certificate of authority previously granted by the Oregon PUC to Applicant and to each affiliated entity, under a legal name, an assumed business name, or any other name. Include all certificates whether or not canceled. For each certificate include: name of entity, docket number, and order number.

	Name of Entity	Docket Number	Order Number
a.			
b.			
c.			
d.			

SECTION II -- Transferring Entity (Transferor) Information

By completing this information the Transferor acknowledges that it will no longer have authority and cannot provide the telecommunications services that are transferred.

1. Exact Legal Name of Transferring or Merging Entity (Transferor):
Lightyear Communications, Inc.; Lightyear Telecommunications, LLC

Applicant's Assumed Business Name(s) (if any) (e.g., dba, aka)
Must be registered with the Corporation Division.

Applicant's Type of Legal Entity (e.g., corporation, limited partnership)
Corporation; Limited Liability Company

Business Address
**1901 Eastpoint Parkway
Louisville KY 40223**

Phone **502-244-6666** Fax **502-515-4138** Email **lindah@lightyearcom.com**

2. Name and Address of Person to be Contacted for Further Information Regarding the Application:

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ddorvis@swidlaw.com**

3. Name and Address of Person to be Contacted for Regulatory Information (Commission will send requests for information to this person). Please provide the email address:

**Linda Hunt
Lightyear
1901 Eastpoint Parkway
Louisville KY 40223**

Phone **502-244-6666** Fax **502-515-4138** Email **lindah@lightyearcom.com**

4. Certificates of Authority to be Transferred:

- a. List each certificate of authority previously granted by the Oregon PUC to Transferor, under its legal name, an assumed business name, or any other name. Include all certificates whether or not canceled. For each certificate provide the name of entity, docket number, and order number.

	Name of Entity	Docket Number	Order Number
1)	Lightyear Communications, Inc.	UMG15	
2)	Lightyear Communications LLC	CP1151	03-281
3)	Lightyear Telecommunications, LLC	CP470	98-281
4)			

- b. Do you request that ALL authority to provide telecommunications service be transferred? Yes No
- c. If response to 4.b. is No, describe what authority is to be transferred and what authority is to be retained by the Transferor.

Note: The transferring entity (Transferor) will no longer be authorized to provide the telecommunications services that are transferred.

SECTION III -- Nature of Transaction between Transferee and Transferor (describe in detail)

The assets of Lightyear Communications, Inc. and Lightyear Telecommunications, LLC, including the telecommunications certificates thereof, are being transferred to Lightyear Network Solutions, LLC by order of the U.S. Bankruptcy Court of the Western District of Kentucky. This transaction will be completely transparent to customers. For further information, please consult the information filing of December 15, 2003 for further information, which is hereby incorporated by reference.

Please use additional sheets if necessary to fully answer any item.

SECTION IV -- Conditions of a Certificate of Authority

As a condition of a certificate of authority, certificate holder must comply with all applicable Commission rules and state law, as well as conditions listed in the certificate.

For your convenience, following is a summary of some conditions from OAR 860-032-0001 et seq. (Division 32). Additional conditions will be specified in the certificate.

- a. Certificate holder shall provide only telecommunications services authorized by the certificate.
- b. Certificate holder's books and records shall be open to inspection by the Commission to the extent necessary to verify information required by the Commission's rules.
- c. Certificate holder shall pay all access charges and subsidies imposed pursuant to the Commission's rules.
- d. Certificate holder shall pay an annual fee to the Commission pursuant to the Commission's rules. This fee will be based on the certificate holder's annual gross retail intrastate revenues and will be no less than \$100 per calendar year. The certificate holder shall collect the fee by charging an equitable amount to each retail customer and describe the amount of the apportioned charge on each retail customer's bill, pursuant to the Commission's rules.
- e. The surviving entity (Transferee) is responsible for the annual PUC fee and all other fees incurred by the transferring entity (Transferor) as of the date the Commission approves the transfer.
- f. Certificate holder shall respond in a timely manner to Commission inquiries.

Pursuant to Residential Service Protection statutes, Chapter 290, Oregon Laws 1987, and Division 033, certificate holder shall be responsible to ensure that the Residential Service Protection Fund surcharge is remitted to the Commission. This surcharge is assessed against each paying retail subscriber at a rate that is set annually by the Commission.

Applicant understands that all services provided by Applicant must comply with all applicable Commission rules and state law, and with conditions of the certificate (check box at left).

<p><i>Signature of Person Authorized to Represent Transferee/Surviving Entity</i></p> <hr/> <p>Typewritten Name Douglas D. Orvis II</p>	<p>Title Counsel for Applicant</p> <p>Date 02-13-04</p>
<p><i>Person Authorized to Represent Transferring Entity (Transferor)</i></p> <hr/> <p>Typewritten Signature Douglas D. Orvis II</p>	<p>Title Counsel for Applicant</p> <p>Date 02-13-04</p>
<p>By signing this document I certify that I am a legal representative of this entity and that by transferring the authority to provide telecommunications to the above noted surviving entity, the transferring entity no longer has authority to provide telecommunications services that are transferred.</p>	