



ORIGINAL

June 3, 2003
Via Overnight Service

030483-77

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32789

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Blanca Bayo, Director
Division of the Commission Clerk &
Administrative Services
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0870

**RE: Petition For Authority to Transfer Assets
Lightyear Communications Inc. and The Free Network, LLC**

RECEIVED-FPSC
03 JUN -4 PM 12:02
COMMISSION
CLERK

Dear Ms. Bayo:

Attached please find the original and three (3) copies of the Petition for Authority to Transfer Assets submitted on behalf of Lightyear Communications, Inc. ("Lightyear") in connection with a partial customer base transfer from The Free Network, LLC ("TFN") to Lightyear. Lightyear hereby notifies the Commission of its entry into an agreement with TFN whereby Lightyear will acquire certain long distance service subscribers from TFN. TFN is an authorized interexchange reseller who utilizes MCI as their underlying carrier and these customers currently receive direct dial and toll free long distance services from TFN.

Pursuant to a Management Agreement executed in March 2003 between Lightyear and TFN, Lightyear will be billing customers directly on behalf of TFN. Affected customers will not experience any other changes with respect to their current services. The proposed transfer will affect approximately 443 customers in the State of Florida. The date for the customer transfer is scheduled for August 1, 2003. Once the transaction is consummated, Lightyear will provide direct dial and toll-free long distance services to these customers.

Customers affected by this change were notified by letters mailed beginning May 5, 2003. A copy of Lightyear's FCC filing and its customer notification is attached. Customers have been provided more than thirty days notice of the pending change. The customer notification advises customers of the following: (1) the pending change of their direct dial and toll-free service carrier selection to Lightyear; (2) there will be no change in the way they dial or in the customer service available to them; (3) there will be no charges associated with their change to Lightyear as their long distance retail carrier; (4) their current service will not be affected and will be provided at the same rates as those currently charged by TFN; (5) they have the option to select a different service provider if they prefer. The notification also includes customer inquiry numbers for both Lightyear and TFN that customers may call for more information.

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FPSC-BUREAU OF RECORDS

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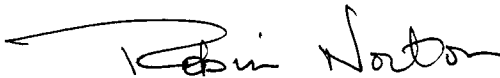
FPSC-COMMISSION CLERK

Blanca Bayo, Director
Division of the Commission Clerk &
Administrative Services
Florida Public Service Commission
May 29, 2003
Page 2

Please acknowledge receipt of this filing by date-stamping the extra copy of this cover letter and returning it to me in the self-addressed, stamped envelope provided for that purpose.

Any questions you may have regarding this filing may be directed to my attention at (407) 740-8575.

Sincerely,



Robin Norton
Consultant

RN/im

Enclosures

cc: Linda Hunt - Lightyear
Vito Terracciano - TFN
file: Lightyear -FL - IXC
tms: FLx0301

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Joint Petition of)
The Free Network, LLC. and)
Lightyear Communications Inc.)
for Waiver of Slamming Rule,) Docket No.
Chapter 25-4.118)

JOINT PETITION FOR WAIVER

Pursuant to Rule 25-24.455(4), The Free Network, LLC ("TFN" or "Seller") and Lightyear Communications, Inc. ("Lightyear" or "Buyer") ("Petitioners") respectfully request, the Florida Public Service Commission ("Commission") to waive Florida Administrative Code rule 25-24.118, in order to facilitate the transfer of customers from TFN to Lightyear, both certificated entities in the state of Florida.

Upon approval of this waiver request, TFN seeks to transfer 443 presubscribed customers of its long distance services in Florida to Lightyear. On or about May 6, 2003, the parties sent a notification to all affected customers. The notification advised the customers of the following: the pending change of their direct dial and long distance service carrier selection to Lightyear; that there will be no change in the way they dial or in the customer service available to them; that there will be no charges associated with the change to Lightyear; that services will be provided at the same rates as those charged by the current carrier; and that they have the option to select a different service provider if they prefer. The notification also included customer inquiry numbers that customers may call for more information. A sample copy of the customer notification is attached to this Petition as Exhibit A.

Petitioners respectfully request that the Commission issue an order granting a wavier of Rule 25-24.118 in order to consummate the transfer of customers. In support of this request, Petitioners provide the following information:

I. THE PETITIONERS and PARTIES

The Free Network, LLC The Free Network, LLC. ("TFN") is a non-dominant interexchange telecommunications service provider formed under the laws of the State of Michigan. TFN was granted a Certificate of Public Convenience and Necessity to provide intrastate interexchange telecommunications services in Florida on August 3, 1999, Certificate Number 7090; Co/DN 990359. TFN's managerial, technical and financial ability to provide resold interexchange telecommunications services are a matter of record with the Florida Public Service Commission. A copy of TFN's Certificate to Transact Business as a Foreign Corporation is incorporated herein by reference. TFN seeks to transfer approximately 443 presubscribed customers of its services in Florida to Lightyear.

Lightyear Communications, Inc. Lightyear Communications, Inc., a Kentucky corporation, was originally certificated as UniDial, Inc. on November 29, 1993 in Docket No. 930865-TI (IXC certificate number TI-96-120). Through subsequent name changes, the company became known as UniDial Communications, Inc. in 1998 and Lightyear Communications, Inc. in 2000. Both companies offer a variety of resale interexchange telecommunications services, including direct dial long distance services.

In addition to the services provided in Florida, these companies are authorized to provide resold interexchange telecommunications services nationwide either pursuant to certification or registration, or on an unregulated basis. These companies are also authorized by the FCC to provide interstate and international telecommunications services.

II. CONTACT INFORMATION

Correspondence or communications pertaining to this application should be directed to:

Robin Norton, Consultant
TECHNOLOGIES MANAGEMENT, INC.
210 Park Avenue North
Winter Park, Florida 32789

Telephone: (407) 740-8575
Facsimile: (407) 740-0631
rnorton@tminc.com

The full legal name, address, telephone number and facsimile number of Applicants are:

THE FREE NETWORK, LLC
1607 E. Big Beaver Road, Suite 105
Troy, Michigan 48083

Telephone: (248) 526-1000
Facsimile: (248) 526-1001

- and -

LIGHTYEAR COMMUNICATIONS, INC.
1901 Eastpoint Parkway
Louisville, KY 40223

Telephone: (502) 244-6666
Facsimile: (502) 515-4138

III. REQUEST FOR RULE WAIVER

Pursuant to Rule 25-24.118(1), Florida Administrative Code, the long distance provider of a customer shall not be changed without the customer's authorization. Rule 25-24.118-(2) provides that an IXC shall submit a change request to the local exchange carrier only if one of the following has occurred: (a) the provider has a letter of agency from the customer requesting the change; (b) the provider has received a customer-initiated call for service; or (c) a third party firm has verified the customer's requested change. As a result of the proposed transfer agreement described above, the Petitioners ask the Commission to waive the conditions in 25-24.118-(2) in order to allow the transfer of customers of record to Lightyear. Lightyear has filed Notice with the Federal Communications Commission for a waiver of the authorization and verification rules for implementation of the subscriber carrier selection changes provisions of the Telecommunications Act of 1996.

IV. CUSTOMER IMPACT

This transaction will be made in a seamless fashion that will avoid disruption to consumers. Existing customers of the Petitioners will not be inconvenienced in any way. There will be no interruption of service and customers will be well informed of their choices.

V. PUBLIC INTEREST CONSIDERATIONS

The Petitioners have determined that the proposed transaction will improve operational efficiency of both companies, thus providing greater opportunities to improve the price performance of services available to its customers. If prior authorization is required in this event, customers may fail to respond to a request for authorization, neglect to select another long distance carrier and lose their long distance service during the transition. Consequently, granting this Petition is consistent with the public interest in promoting competition among telecommunications carriers in Florida. Further, by granting this Petition, unnecessary slamming complaints will be prevented during the transition, saving Petitioners and the Commission administrative burdens.

WHEREFORE, for the reasons stated above, the Petitioners submit that the public interest, convenience and necessity would be furthered by a grant of this Joint Petition for Waiver of Rule 25-24.118.

Respectfully submitted on May 29, 2003.

By: Robin Norton
Robin Norton, Consultant to Petitioners
Technologies Management, Inc.
210 Park Avenue North
Winter Park, FL 32789
Telephone: (407) 740-8575
Facsimile: (407) 740-0613
rnorton@tminc.com

VERIFICATION

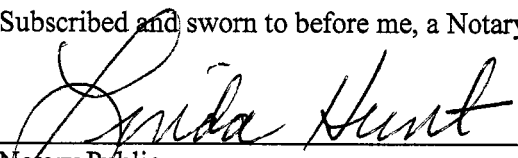
COMMONWEALTH OF KENTUCKY
COUNTY OF JEFFERSON

I, John J. Greive, being first duly sworn, do hereby certify, depose and state that I am Vice President of Regulatory Affairs and General Counsel for Lightyear Communications, Inc. and that I am authorized to make this verification on behalf of Lightyear Communications, Inc.; that I have read the foregoing Application; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.



John J. Greive
Vice President of Regulatory Affairs and
General Counsel
LIGHTYEAR COMMUNICATIONS, INC.

Subscribed and sworn to before me, a Notary Public, this 27th day of May 2003.



Notary Public

My Commission expires: 7-6-05

VERIFICATION

STATE OF MICHIGAN
COUNTY OF MACOMB

I, Vito Terracciano, being first duly sworn, do hereby certify, depose and state that I am Chief Executive Officer for The Free Network, LLC, and that I am authorized to make this verification on behalf of The Free Network, LLC; that I have read the foregoing Application; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.

Vitaliano Terracciano

Vito Terracciano
Chief Executive Officer
THE FREE NETWORK, LLC.

Subscribed and sworn to before me, a Notary Public, this 27th day of MAY 2003.

Annette Davis

Notary Public

My Commission expires: 03/24/06



Exhibit A
Customer Notification



May 6, 2003

«Customer_Name»
«Address_1»
«Address_2»
«City», «State» «Zip»

Re: Notice of Transfer of Telephone Service

Dear Valued Customer:

We would like to take this opportunity to thank you for being a loyal customer of The Free Network (“TFN”) and to update you on some exciting changes that are underway. TFN has partnered with Lightyear Communications Inc. (“Lightyear”), a recognized full service telecommunications leader, to expand on our available services and to ensure our customers are receiving the highest quality customer service and billing available.

This partnership will not impact the high quality and reliability of the service you have come to expect from TFN. You will see a change in the monthly billing statement for long distance services beginning in May or June 2003. The monthly invoice will come from Lightyear/The Free Network, and it will detail your long distance charges from the previous month. Your monthly statement will no longer be a part of your monthly local telephone bill.

In connection with your new monthly statement, if you have chosen to take advantage of TFN’s convenient monthly credit card billing, please contact the Lightyear Credit Department to re-establish this service with your new billing. This department may be reached between the hours of 8:00 am – 5:00 pm EDT, Monday – Friday, at 1-800-889-8244, select Option 5, and ask for extension 1050.

Pursuant to FCC Regulations, Lightyear and TFN are required to notify you that if, in the past, you had arranged to have a preferred carrier freeze on your phone line, your freeze will not be affected by this change.

Subject to regulatory approval, the next step will be the transfer of your account to Lightyear as your long distance carrier. This transfer should be complete on or about August 1, 2003. Lightyear and TFN will take all necessary steps to ensure that your telephone service is transitioned without any service interruption or inconvenience to you. There will be no change in your long distance rate. However, if you do not wish to

receive service from Lightyear, you should select another carrier and contact that carrier directly to transfer your service by August 2003. You may incur connection fees if you select an alternate provider. If you take no action, your long distance service will be automatically transferred to Lightyear on or about August 1, 2003, and you will not incur any additional fees.

Lightyear and TFN are excited about this new partnership and are confident that it will be to your benefit. Through Lightyear, TFN can now offer you a wide array of products including an all-in-one package that includes your local telephone service and unlimited long distance calls (domestic only) for one low price. For more information on this offering, call one of our friendly Free Network Associates at 1-248-526-1000.

If you have additional questions or would like more information about Lightyear, we invite you to visit the Lightyear website at www.lightyearcom.com or contact our customer care center at 1-877-839-3733. If you would like to speak directly to an associate of The Free Network, please contact us at 1-248-526-1000.

Sincerely,

Vito Terracciano
Chief Executive Officer
The Free Network, L.L.C.

Sincerely,

Edward J. Wampler
Sr. Vice President of Operations
Lightyear Communications Inc.