

WC 07-282

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

Approved by OMB
3060-0589
Page No. 1 of 2

112707 8145849001

(1) LOCKBOX # 358145		FCC/RELLION		NOV 23 2007	
SECTION A - PAYER INFORMATION					
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Light Edge Solutions, Inc.				(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$ 965.00	
(4) STREET ADDRESS LINE NO. 1 666 Walnut Street					
(5) STREET ADDRESS LINE NO. 2 Suite 1900					
(6) CITY Des Moines				(7) STATE IA	(8) ZIP CODE 50309
(9) DAYTIME TELEPHONE NUMBER (include area code) 515-471-1288				(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(11) PAYER (FRN) 0015546443					
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(13) APPLICANT NAME Light Edge Solutions, Inc.					
(14) STREET ADDRESS LINE NO. 1 666 Walnut Street					
(15) STREET ADDRESS LINE NO. 2 Suite 1900					
(16) CITY Des Moines				(17) STATE IA	(18) ZIP CODE 50309
(19) DAYTIME TELEPHONE NUMBER (include area code) (309) 736-6718				(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(21) APPLICANT (FRN) 0015546443					
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(23A) CALL SIGN/OTHER ID		(24A) PAYMENT TYPE CODE CUT		(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$ 965.00		(27A) TOTAL FEE \$ 965.00			
(28A) FCC CODE 1			(29A) FCC CODE 2		
(23B) CALL SIGN/OTHER ID		(24B) PAYMENT TYPE CODE		(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)		(27B) TOTAL FEE			
(28B) FCC CODE 1			(29B) FCC CODE 2		
SECTION D - CERTIFICATION					
CERTIFICATION STATEMENT I, <u>Thomas Rawls</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.					
SIGNATURE <u>Thomas Rawls</u>				DATE <u>11-21-07</u>	

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)
FORM 159-C

Page No 2 of 2

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME

Anschutz Company

(14) STREET ADDRESS LINE NO. 1

555 17th Street

(15) STREET ADDRESS LINE NO. 2

Suite 2400

(16) CITY

Denver

(17) STATE

CO

(18) ZIP CODE

80202

(19) DAYTIME TELEPHONE NUMBER (include area code)

(303) 298-1000

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)

002224820

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

(25A) QUANTITY

(26A) FEE DUE FOR (PTC)

(27A) TOTAL FEE

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

(28B) FCC CODE 1

(29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID

(24C) PAYMENT TYPE CODE

(25C) QUANTITY

(26C) FEE DUE FOR (PTC)

(27C) TOTAL FEE

(28C) FCC CODE 1

(29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID

(24D) PAYMENT TYPE CODE

(25D) QUANTITY

(26D) FEE DUE FOR (PTC)

(27D) TOTAL FEE

(28D) FCC CODE 1

(29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID

(24E) PAYMENT TYPE CODE

(25E) QUANTITY

(26E) FEE DUE FOR (PTC)

(27E) TOTAL FEE

(28E) FCC CODE 1

(29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID

(24F) PAYMENT TYPE CODE

(25F) QUANTITY

(26F) FEE DUE FOR (PTC)

(27F) TOTAL FEE

(28F) FCC CODE 1

(29F) FCC CODE 2

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington D.C. 20554

_____))
In the Matter of the Joint Application of)
Anschutz Company)
and)
LightEdge Solutions, Inc.)
For Grant of Authority Pursuant to)
Section 214 of the Communications Act of 1934)
And Section 63.04 of the Commission’s Rules)
To Complete an Indirect Transfer of Control of a)
Domestic Communications Common Carrier)
_____))

JOINT APPLICATION

I. Introduction

Anschutz Company (“Anschutz”) and LightEdge Solutions, Inc. (“LightEdge,” and, together with Anschutz, the “Applicants”), hereby respectfully seek Commission approval pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Section 63.04 of the Commission’s Rules, 47 C.F.R. § 63.04, to transfer control of LH Telecom, Inc. (“LH Telecom”), a wholly-owned subsidiary of LightEdge and a provider of domestic interstate telecommunications services, from LightEdge to Anschutz (the “Transfer of Control”).

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.02(b)(2)(i) of the Commission’s rules, 47 C.F.R. § 63.02(b)(2)(i), because, immediately following the Transfer of Control, (1) Applicants

and their affiliates (as that term is defined in Section 3(1) of the Communications Act) collectively will hold less than a ten percent share of the interstate, interexchange market; and (2) neither Applicants nor their affiliates are dominant with respect to any service.

II. The Applicants

A. Anschutz Company

Anschutz Company is a privately held holding company headquartered in Denver, Colorado, and incorporated in Delaware. Its principle business address and telephone number is Anschutz Company, 555 17th Street, Suite 2400, Denver, Colorado 80202, (303) 298-1000.

The contact person to whom correspondence related to this Application is to be addressed is:

Yaron Dori
Hogan & Hartson LLP
555 13th Street, N.W.
Washington, D.C. 20004
Tel: (202) 637-5600
Fax: (202) 637-5910
E-mail: ydori@hhlaw.com

and

Rick M. Jones
Senior General Counsel
Anschutz Company
555 17th Street, Suite 2400
Denver, Colorado 80202
Tel: (303) 298-1000
Fax: (303) 298-8881
E-mail: Rick.Jones@tac-denver.com

The name, address, citizenship, principal business and ownership interest or persons or entities that directly or indirectly own at least ten percent of the equity of Anschutz include:

Name: Philip F. Anschutz
Address: 555 17th Street, Suite 2400, Denver, Colorado
Citizenship: United States
Principal Business: Investment Management
Ownership Interest: Holds 100 of the equity of Anschutz Company

B. LightEdge Solutions, Inc.

LightEdge is the corporate parent of LH Telecom. LightEdge is incorporated in the State of Iowa. LightEdge's principle business address and telephone number is LightEdge Solutions, Inc., 666 Walnut Street, Suite 1900, Des Moines, Iowa 50308, (515) 471-1000. LightEdge is a provider of Voice Over Internet Protocol ("VoIP") and packet switching services to small and medium sized businesses in the Midwest and Southwest United States.

The contact person to whom correspondence related to this Application is to be addressed is:

Thomas H. Rowland
Rowland & Moore LLP
200 West Superior Street, Suite 400
Chicago, Illinois 60610
Tel: (312) 803-1000
Fax: (312) 803-0953
r&m@telecomreg.com

and

Alan Harris
Chief Financial Officer
Light Edge Solutions
666 Walnut Street, Suite 1900
Des Moines, Iowa 50308
Tele: (309) 736-6718
Fax: (515) 471-1112
aharris@lightedge.com

The name, address, citizenship, principal business and ownership interest or persons or entities that directly or indirectly own at least ten percent of the equity of LightEdge include:

Name: John and Mary Pappajohn
Address: 2116 Financial Center, Des Moines, Iowa 50309
Citizenship: United States
Principal Business: Investment Management
Ownership Interest: Hold 10.67 of the equity of LightEdge Solutions, Inc.

Name: Iowa Farm Bureau Federation
Address: 5400 University Avenue, West Des Moines, Iowa 50266
Citizenship: United States
Principal Business: Insurance
Ownership Interest: Holds 24.07 of the equity of LightEdge Solutions, Inc.

Name: Principle Life Insurance Company
Address: 711 High Street, Des Moines, Iowa 50309
Citizenship: United States
Principal Business: Insurance
Ownership Interest: Holds 11.45 percent of the equity of LightEdge Solutions, Inc.

C. LH Telecom, Inc.

LH Telecom is incorporated in the State of Iowa. LH Telecom's principle business address and telephone number is LH Telecom, Inc., 666 Walnut St., Ste. 1900, Des Moines, Iowa 50309, (515) 471-1000. LH Telecom is a wholly owned subsidiary of LightEdge. In addition to the authority held by LH Telecom to provide interstate telecommunications services, LH Telecom is authorized to provide regulated intrastate telecommunications services in the states of Illinois, Iowa, Nebraska and Minnesota.

The contact person to whom correspondence related to this Application is to be addressed is:

Thomas H. Rowland

Rowland & Moore LLP
200 West Superior Street
Suite 400
Chicago, Illinois 60610
Tel: (312) 803-1000
Fax: (312) 803-0953
r&m@telecomreg.com

and

Alan Harris
Chief Financial Officer
Light Edge Solutions
666 Walnut Street, Suite 1900
Des Moines, Iowa 50308
Tel: (309) 736-6718
Fax: (515) 471-1112
aharris@lightedge.com

The name, address, citizenship, principal business and ownership interest or persons or entities that directly or indirectly own at least ten percent of the equity of LH Telecom include:

Name: LightEdge Solutions, Inc
Address: 666 Walnut Street, Suite 1900, Des Moines, Iowa 50308
Citizenship: United States
Principal Business: Telecommunications
Ownership Interest: Holds 100 percent of the equity of LH Telecom

D. Sections 1.2001 through 1.2003 Certification and Other Filing Procedures

Pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, 47 C.F.R. §§1.2001 through 1.2003, Applicants state that no party to the Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988 (21 U.S.C. 853).

Applicants are not requesting special consideration because neither party to the transaction that is the subject of the Transfer of Control is facing imminent business failure.

Applicants have not separately filed waiver requests in conjunction with the transaction that is the subject of the Transfer of Control.

III. Description of the Transaction

Anschutz and LightEdge recently entered into an Agreement and Plan of Merger (“Agreement”) dated as of November 21, 2007, whereby LEAA, Inc. (“LEAA”), a newly formed Delaware corporation and a wholly owned indirect subsidiary of Anschutz, will merge with and into LightEdge, with LightEdge surviving. As a result of the merger, LightEdge will become an indirect wholly owned subsidiary of Anschutz, and LH Telecom, in turn, will become an indirect, wholly owned subsidiary of Anschutz.¹ Pre- and post-transaction diagrams of the corporate ownership structure of LightEdge and LH Telecom are attached hereto as Exhibit 1. The Agreement specifies as a condition to closing all required governmental consents.

IV. The Application Will Serve the Public Interest

The proposed Transfer of Control is in the public interest. The acquisition of LightEdge by Anschutz will enable LH Telecom to continue to provide business consumers with a competitive alternative to legacy carriers. Applicants share a commitment to maintaining and enhancing their business relationships with their

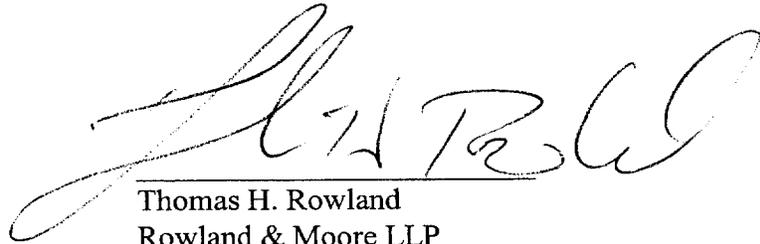
¹ Following consummation of the Transfer of Control, Anschutz intends to create and merge a newly formed Delaware corporation with and into LightEdge, an Iowa corporation, with LightEdge surviving and emerging as a Delaware corporation. The purpose of this transaction is to convert LightEdge's state of incorporation from Iowa to Delaware.

customers. The proposed transaction will enable LightEdge and LH Telecom to strengthen their competitive position to the ultimate benefit of consumers and the telecommunications marketplace. Although Anschutz's acquisition of LightEdge will result in a change in the ultimate ownership and control of LH Telecom, no transfer of certificate, assets or customers will occur as a result of the Transfer of Control. LH Telecom will continue to provide service to its customers pursuant to its existing authorization with no change in the rates, terms or conditions of service as it is currently provided. The Transfer of Control will therefore be transparent to LH Telecom's customers and do not implicate the Commission's anti-slamming rules or customer notice requirements.

V. Other Applications Related to the Transaction

Applicants are notifying the public utility commissions in Illinois, Iowa, Minnesota and Nebraska regarding this transaction. For the states of Illinois, Iowa, and Nebraska, applicants will be making or already have made filings to provide the commissions notice of the proposed transaction. In Minnesota, the Applicants will be filing or already have filed an Application seeking Commission approval of the proposed transaction. No FCC authorizations other than the one that is the subject of this Application are implicated by the Transfer of Control.

Respectfully submitted,



Thomas H. Rowland
Rowland & Moore LLP
200 West Superior Street
Suite 400
Chicago, Illinois 60610

Counsel for LightEdge Solutions, Inc.

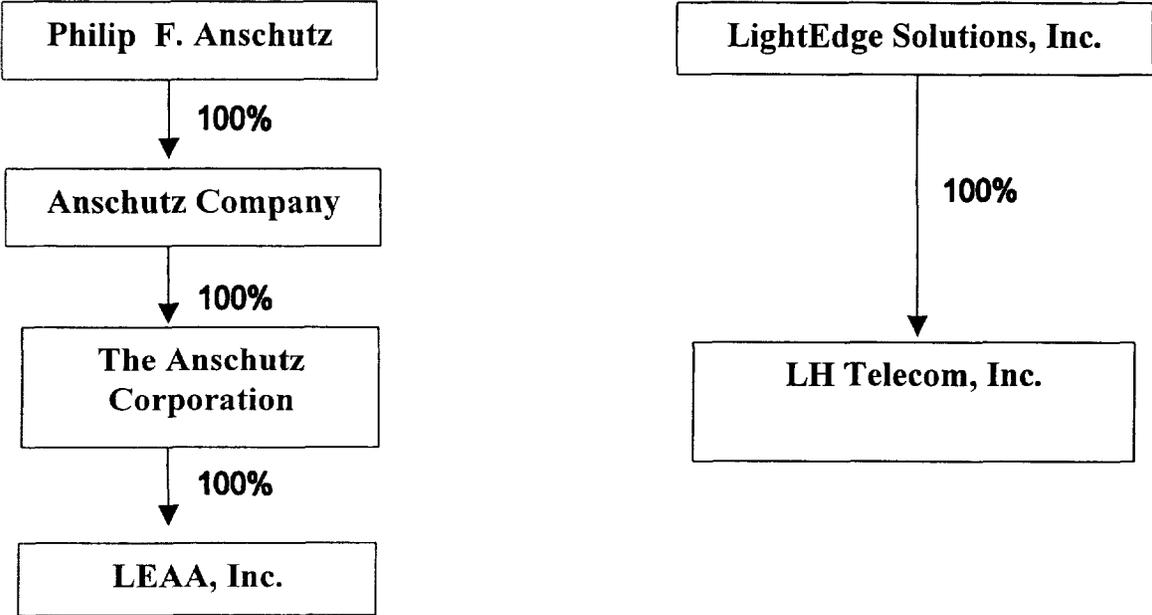


Yaron Dori
Hogan & Hartson LLP
555 13th Street, N.W.
Washington, D.C. 20004

Counsel for Anschutz Company and LEAA, Inc.

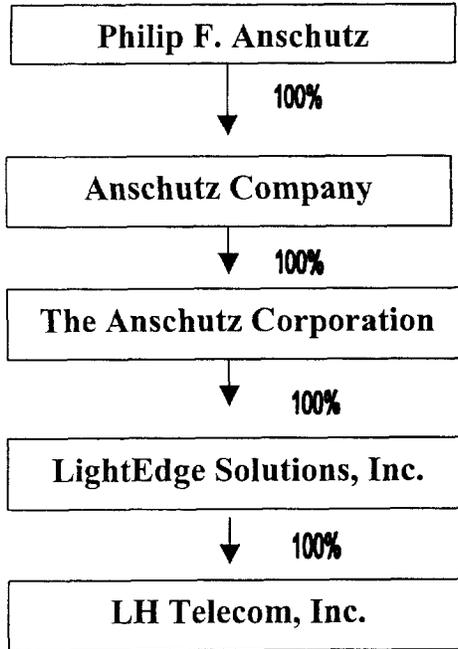
Corporate Ownership Diagram

Pre-Transaction



Corporate Ownership Diagram

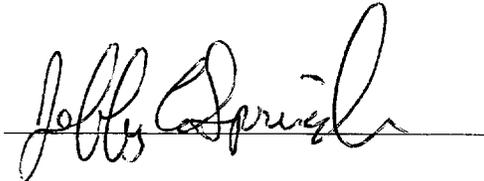
Post-Transaction



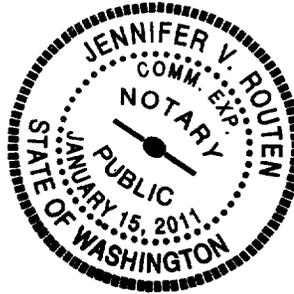
STATE OF WASHINGTON

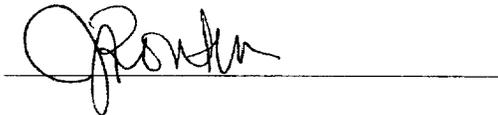
COUNTY OF KING

I, Jeff Springborn, depose and state that I am President and Chief Operating Officer for LightEdge Solutions, Inc., and the statements contained in the foregoing Joint Petition are true as they pertain to Light Edge Solutions, Inc., to the best of my knowledge, information and belief.



Subscribed to and sworn to
Before me this 19 day of November 2007



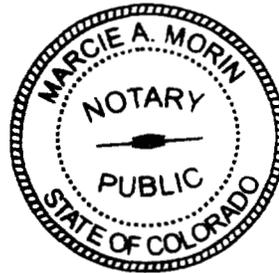


STATE OF COLORADO)
)
COUNTY OF DENVER)

I, Wayne A. Barnes, depose and state that I am a Vice President and the Chief Financial Officer of Anschutz Company and the statements contained in the foregoing Joint Petition as they pertain to Anschutz Company are true to the best of my knowledge, information and belief.

Wayne A. Barnes

Subscribed to and sworn to
Before me this 19th day of November 2007



Marcie A. Morin

My Commission Expires June 17, 2011

ROWLAND & MOORE LLP
ATTORNEYS AT LAW
SUITE 400
200 WEST SUPERIOR STREET
CHICAGO, ILLINOIS 60610

VOICE: (312) 803-1000
FACSIMILE: (312) 803-0953

E-MAIL: r&m@telecomreg.com

November 21, 2007

Jodie May
Common Carrier Bureau
Federal Communications Commission
445 12th Street SW
Washington, DC 20554
(202) 418-0913
Jodie.may@fcc.gov

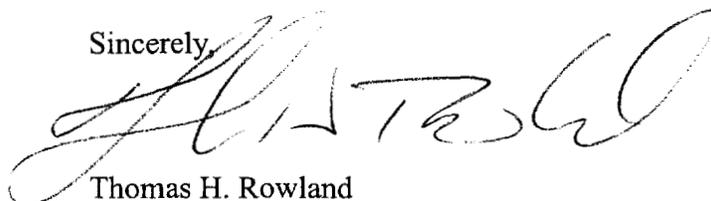
Re: In the Matter of the Joint Application of Anschutz Company and LightEdge Solutions, Inc. for Grant of Authority Pursuant to Section 214 of the Communications Act of 1934 and Section 63.04 of the Commission's Rules to Complete an Indirect Transfer of Control of a Domestic Communications Common Carrier

Dear Ms. May:

Enclosed please find a copy of the *Joint Application of Anschutz Company and LightEdge Solutions, Inc. for Grant of Authority Pursuant to Section 214 of the Communications Act of 1934 and Section 63.04 of the Commission's Rules to Complete an Indirect Transfer of Control of a Domestic Communications Common Carrier* and related documents.

Please do not hesitate to contact me at (312) 803-1000, ext. 31 to discuss this matter further.

Sincerely,



Thomas H. Rowland

TRH/ac
enclosures