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April 26, 2012

Via DIS

Reneé J. Jenkins, Secretary
Public Utilities Commission of Ohio
Attention: Docketing Division
180 East Broad Street
Columbus, OH 43215-3793

Re: Case No. 12-1391-TP-ACO; In the Matter of the Application of First Communications, LLC and Globalcom, Inc. for Approval of an Indirect Minority Ownership Transfer

Dear Ms. Jenkins:

On behalf of First Communications, LLC and Globalcom, Inc. ("Applicants"), attached for filing is an electronic copy of the above-referenced Application in PDF format.

Please acknowledge receipt and acceptance of this filing. 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

Counsel for Applicants

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

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The Public Utilities Commission of Ohio
TELECOMMUNICATIONS FILING FORM
(Effective: 01/20/2011)

This form is intended to be used with most types of required filings. It provides check boxes with rule references for the most common types of filings. It does not replace or supersede Commission rules in any way.

In the Matter of the Application of First Communications,) TRF Docket No. 90-_____
LLC and Globalcom, Inc. for Approval of an Indirect) Case No. 12-1391-TP-ACO
Minority Ownership Transfer.) NOTE: Unless you have reserved a Case #, leave the "Case No" fields
) BLANK.

Name of Registrant(s) First Communications, LLC ("FCL") and Globalcom, Inc. ("Globalcom")
DBA(s) of Registrant(s) Globalcom, Inc. uses d/b/a GCI Globalcom, Inc. d/b/a First Communications
Address of Registrant(s) 3340 West Market Street, Akron, OH 44333
Company Web Address www.firstcomm.com
Regulatory Contact Person(s) Mary Cegelski Phone 330-835-2272 Fax 330-835-2330
Regulatory Contact Person's Email Address mcegelski@firstcomm.com
Contact Person for Annual Report Mary Cegelski Phone 330-835-2272
Address (if different from above) Same as above.
Consumer Contact Information Customer Care Phone 800-274-1015
Address (if different from above) Same as above.

Motion for protective order included with filing? ☐ Yes ☒ No
Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: Waivers may toll any automatic timeframe.]

Notes:

Section I and II are Pursuant to Chapter 4901:1-6 OAC
Section III – Carrier to Carrier is Pursuant to 4901:1-7 OAC, and Wireless is Pursuant to 4901:1-6-24 OAC.
Section IV – Attestation

- (1) Indicate the Carrier Type and the reason for submitting this form by checking the boxes below.
- (2) For requirements for various applications, see the identified section of Ohio Administrative Code Section 4901 and/or the supplemental application form noted.
- (3) Information regarding the number of copies required by the Commission may be obtained from the Commission's web site at www.puco.ohio.gov under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the Commission.
- (4) An Incumbent Local Exchange Carrier (ILEC) offering basic local exchange service (BLES) outside its traditional service area should choose CLEC designation when proposing to offer BLES outside its traditional service area or when proposing to make changes to that service.

All Filings that result in a change to one or more tariff pages require, at a minimum, the following exhibits.

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s) N/A No tariff changes are anticipated.
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin. N/A No tariff changes are anticipated.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected. See Exhibit A for a description of the transaction.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s). N/A Applicants will continue to provide service without immediate change in rates, terms or conditions.

Section I – Part I - Common Filings

Carrier Type <input type="checkbox"/> Other (explain below)	<input type="checkbox"/> For Profit ILEC	<input type="checkbox"/> Not For Profit ILEC	<input type="checkbox"/> CLEC
Change terms & conditions of existing BLES	<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)
Introduce non-recurring charge, surcharge, or fee to BLES			<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)
Introduce or Increase Late Payment	<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)
Revisions to BLES Cap.	<input type="checkbox"/> ZTA 1-6-14(F) (0 day Notice)		
Introduce BLES or expand local service area (calling area)	<input type="checkbox"/> ZTA 1-6-14(H) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-14(H) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-14(H) (0 day Notice)
Notice of no obligation to construct facilities and provide BLES	<input type="checkbox"/> ZTA 1-6-27(C) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-27(C) (0 day Notice)	
Change BLES Rates	<input type="checkbox"/> TRF 1-6-14(F) (0 day Notice)	<input type="checkbox"/> TRF 1-6-14(F)(4) (0 day Notice)	<input type="checkbox"/> TRF 1-6-14(G) (0 day Notice)
To obtain BLES pricing flexibility	<input type="checkbox"/> BLS 1-6-14 (C)(1)(c) (Auto 30 days)		
Change in boundary	<input type="checkbox"/> ACB 1-6-32 (Auto 14 days)	<input type="checkbox"/> ACB 1-6-32 (Auto 14 days)	
Expand service operation area			<input type="checkbox"/> TRF 1-6-08(G)(0 day)
BLES withdrawal			<input type="checkbox"/> ZTA 1-6-25(B) (0 day Notice)
Other* (explain) _____			

Section I – Part II – Customer Notification Offerings Pursuant to Chapter 4901:1-6-7 OAC

Type of Notice	Direct Mail	Bill Insert	Bill Notation	Electronic Mail
<input type="checkbox"/> 15-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> 30-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Date Notice Sent:				

Section I – Part III –IOS Offerings Pursuant to Chapter 4901:1-6-22 OAC

IOS	Introduce New	Tariff Change	Price Change	Withdraw
<input type="checkbox"/> IOS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Section II – Part I – Carrier Certification - Pursuant to Chapter 4901:1-6-08, 09 & 10 OAC

Certification	ILEC (Out of Territory)	CLEC	Carrier's Not Offering BLES	CESTC	CETC
* See Supplemental form	<input type="checkbox"/> ACE 1-6-08 * (Auto 30- day)	<input type="checkbox"/> ACE 1-6-08 * (Auto 30 day)	<input type="checkbox"/> ACE 1-6-08 * (Auto 30 day)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 day)	<input type="checkbox"/> UNC1-6-09 * (Non-Auto)

*Supplemental Certification forms can be found on the Commission Web Page.

Section II – Part II – Certificate Status & Procedural

Certificate Status	ILEC	CLEC	Carrier's Not Offering BLES
Abandon all Services		<input type="checkbox"/> ABN 1-6-26 (Auto 30 days)	<input type="checkbox"/> ABN 1-6-26 (Auto 30 days)
Change of Official Name *	<input type="checkbox"/> ACN 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> ACN 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Change in Ownership *	<input type="checkbox"/> ACO 1-6-29(E) (Auto 30 days)	<input checked="" type="checkbox"/> ACO 1-6-29(E) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Merger *	<input type="checkbox"/> AMT 1-6-29(E) (Auto 30 days)	<input type="checkbox"/> AMT 1-6-29(E) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Transfer a Certificate *	<input type="checkbox"/> ATC 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> ATC 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Transaction for transfer or lease of property, plant or business *	<input type="checkbox"/> ATR 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> ATR 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)

* Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see the 4901:1-6-29 Filing Requirements on the Commission's Web Page for a complete list of exhibits.

Section III – Carrier to Carrier (Pursuant to 4901:1-7), and Wireless (Pursuant to 4901:1-6-24)

Carrier to Carrier	ILEC	CLEC
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)
Request for Arbitration	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)
Introduce or change c-t-c service tariffs,	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC1-7-04 or 05 (Non-Auto)	
Changes in rates, terms & conditions to Pole Attachment, Conduit Occupancy and Rights-of-Way.	<input type="checkbox"/> UNC 1-7-23(B) (Non-Auto)	
Wireless Providers See 4901:1-6-24	<input type="checkbox"/> RCC [Registration & Change in Operations]	<input type="checkbox"/> NAG [Interconnection Agreement or

Section IV. – Attestation

Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.

AFFIDAVIT
Compliance with Commission Rules

I am an officer/agent of the applicants, _____, and am authorized to make this statement on its behalf.

(Name)

Please Check ALL that apply:

☐ I attest that these tariffs comply with all applicable rules for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

☐ I attest that customer notices accompanying this filing form were sent to affected customers, as specified in Section II, in accordance with Rule 4901:1-6-7, Ohio Administrative Code.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on (Date) _____

at (Location) _____

*(Signature and Title) _____ (Date) _____

- *This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

VERIFICATION

I, **PLEASE SEE ATTACHED VERIFICATION** verify that I have utilized the Telecommunications Filing Form for most proceedings provided by the Commission and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

*(Signature and Title) _____, Outside Local Counsel (Date) _____

**Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

Send your completed Application Form, including all required attachments as well as the required number of copies, to:

**Public Utilities Commission of Ohio
Attention: Docketing Division
180 East Broad Street, Columbus, OH 43215-3793**

Or

Make such filing electronically as directed in Case No 06-900-AU-WVR

LIST OF EXHIBITS

Exhibit A	Description of Transaction
Exhibit B	Pre- and Post-Transaction Organizational Charts

LIST OF ATTACHMENTS

Attachment 1	Certificates of Good Standing from Ohio Secretary of State
Attachment 2	List of Officers

EXHIBIT A

Description of Transaction

First Communications, LLC (“FCL”) and Globalcom, Inc. (“Globalcom”) (together, “Applicants”) request approval from the Commission to complete an indirect minority transfer of equity ownership of Applicants. As detailed below, FirstEnergy Corp. (“FirstEnergy”) plans to increase its ownership interest in First Communications, Inc. (“FCI”), the parent company of Applicants, by acquiring FCI common stock from Gores FC Holdings, LLC (“Gores”) and by converting FCI issued warrants into common stock. As a result of the stock acquisition and warrant conversion, FirstEnergy will have non-controlling equity ownership of approximately 36% in FCI, and indirectly in Applicants.

Applicants request that the Commission act expeditiously to grant the approval requested herein prior to, but no later than, July 30, 2012, so that Applicants can timely consummate the proposed transaction.

In support of this Application, Applicants state:

I. DESCRIPTION OF APPLICANTS

FCI is a Delaware corporation and its headquarters are located at 3340 West Market Street, Akron, Ohio 44333. FCI, through its operating subsidiaries FCL, Globalcom, Xtension Services, Inc. and First Telecom Services, LLC, provides local, private line, and/or long distance services to both business and residential customers in 49 states. Its services include, in addition to traditional local and long distance services, toll-free services, conference calling packages, calling cards, Internet access and dedicated and private line services.

FCI’s common stock is currently owned by several investment funds and companies, including FirstEnergy. FirstEnergy, a publicly traded (NYSE: FE) Ohio corporation, is a diversified energy company with its headquarters located at 76 South Main Street, Akron, Ohio

44308. FirstEnergy's 10 electric distribution companies comprise one of the nation's largest investor-owned electric system and serve 6 million customers in the Midwest and Mid-Atlantic regions. FirstEnergy does not provide telecommunications services or hold any telecommunications licenses. Further information about FirstEnergy can be found at www.firstenergycorp.com.

FCL, an Ohio limited liability company, is authorized in Ohio to provide facilities-based and resold local exchange and interexchange telecommunications services pursuant to Commission authorization granted in Case Nos. 04-542-TP-AAC, 02-578-TP-ACE, 99-284-CT-ATR issued on April 29, 2004, May 1, 2002, and June 15, 1999, respectively. Globalcom, an Illinois corporation, is authorized in Ohio to provide local exchange and interexchange telecommunications services pursuant to Commission authorization granted in Case No. 97-1114-TP-ACE on November 21, 1997. Further information regarding FCL and Globalcom and the services they provide has previously been submitted to the Commission and is therefore a matter of public record, and Applicants request that it be incorporated herein by reference.

II. DESIGNATED CONTACTS

Inquiries or copies of any correspondence, orders, or other materials pertaining to this Application should be directed to:

Jean L. Kiddoo
Danielle C. Burt
BINGHAM McCUTCHEN LLP
2020 K Street, N.W.
Washington, DC 20006-1806
Tel: (202) 373-6000
Fax: (202) 373-6001
Email: jean.kiddoo@bingham.com
danielle.burt@bingham.com

With copies to:

Sandi Murphy
Mary Cegelski
First Communications, LLC
3340 West Market Street
Akron, OH 44333
Tel: (330) 835-2272
Fax: (330) 835-2330
Email: smurphy@firstcomm.com
mcegelski@firstcomm.com

III. DESCRIPTION OF THE TRANSACTION

Applicants seek approval for FirstEnergy to increase its indirect equity ownership to approximately 36%. FirstEnergy plans to acquire FCI common stock from Gores and convert FCI issued warrants into common stock. Upon completion of the stock acquisition and warrant conversion, FirstEnergy will have non-controlling equity ownership of approximately 36% in FCI, and indirectly in Applicants, and Gores will no longer have any interest in FCI or Applicants.¹ Accordingly, the transaction will result in an indirect minority transfer of control of Applicants as defined by the Commission's rules, and Applicants therefore seek approval for the stock acquisition and warrant conversion by FirstEnergy. For the Commission's convenience, pre- and post-transaction illustrative charts are provided as Exhibit B.

Applicants emphasize that the proposed transaction is purely a financial one and will not affect the technical or managerial qualifications of the Applicants or any of the services provided by the Applicants to customers in Ohio. Applicants will continue to serve their existing customers in Ohio pursuant to their respective authorizations under the same rates, terms and conditions. Accordingly, this transaction will be completely transparent to the customers of the Applicants.

¹ Applicants received approval from the Commission for the transfer of control of Applicants to Gores. *See* Case No. 11-5331-TP-ACO. However, to the extent that FirstEnergy completes the stock acquisition and warrant conversion described herein, the transfer of control of Applicants to Gores will not occur.

IV. PUBLIC INTEREST CONSIDERATIONS

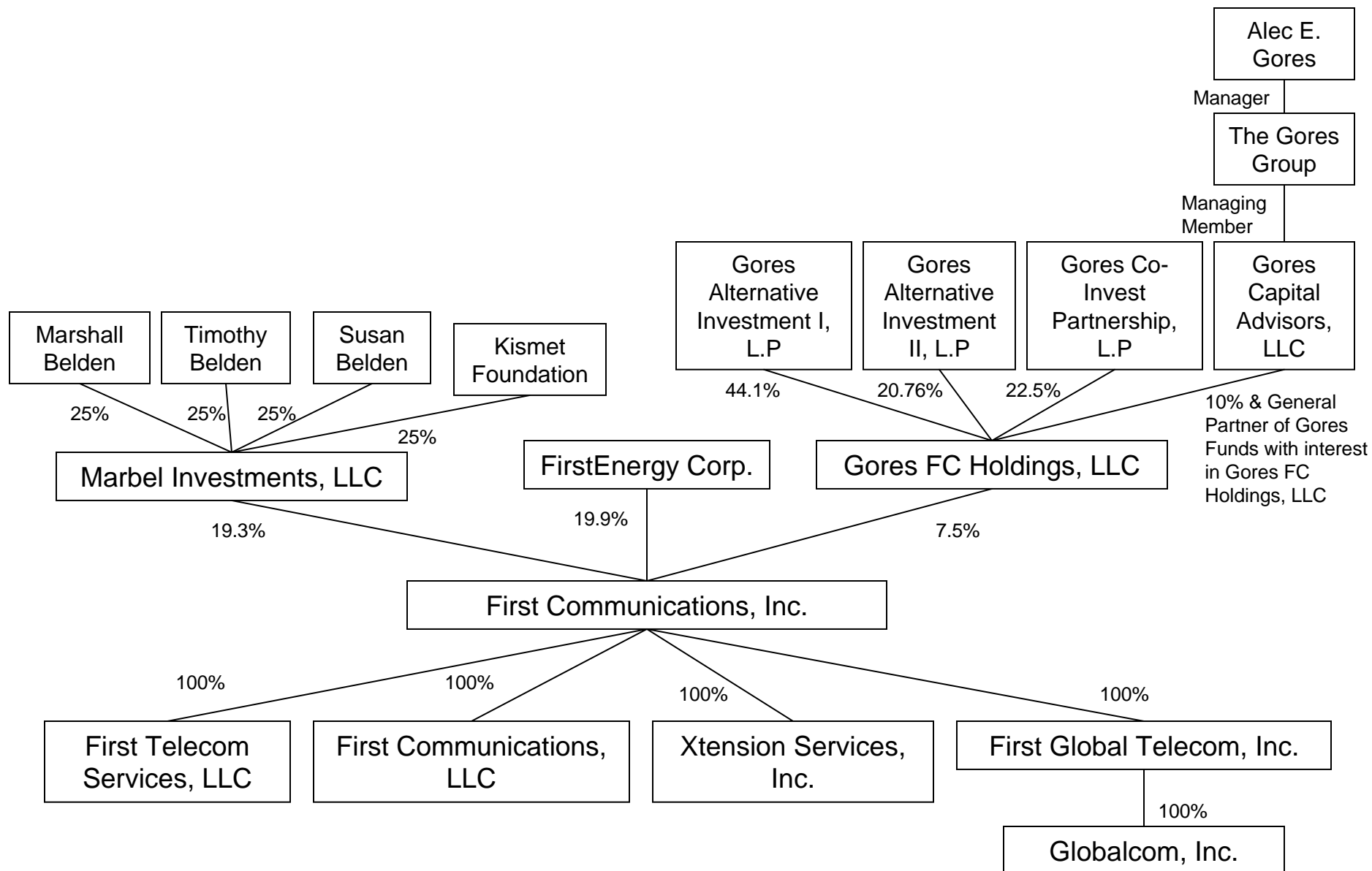
Applicants submit that the proposed indirect minority transfer of control transaction is consistent with the public interest. The proposed transaction will not transfer actual working control of the Applicants or create a new majority shareholder. Moreover, the proposed transaction will occur at the holding company level and will not affect the rates, terms and conditions under which Applicants operate. Following consummation of the proposed transaction, Applicants will continue to provide high-quality communications services to their customers without interruption and without change in rates, terms or conditions.

EXHIBIT B

Pre- and Post-Transaction Organizational Charts

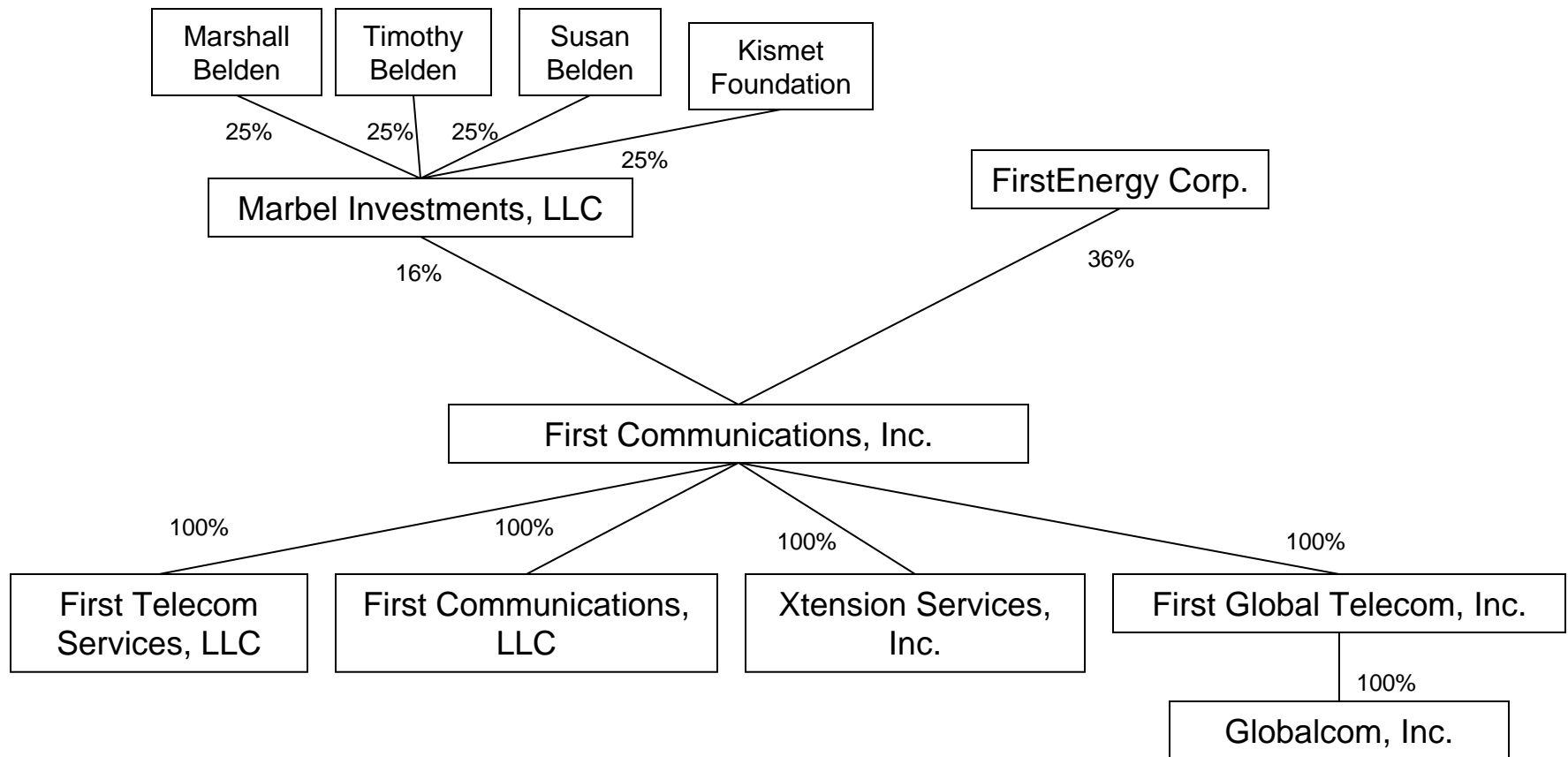
First Communications

Pre-Transaction Illustrative Corporate Structure Chart



First Communications

Post-Transaction Illustrative Corporate Structure Chart



ATTACHMENT 1

Certificates of Good Standing from Ohio Secretary of State

**United States of America
State of Ohio
Office of the Secretary of State**

*I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show **FIRST COMMUNICATIONS, LLC**, an Ohio Limited Liability Company, Registration Number 1011207, was organized within the State of Ohio on July 01, 1998, is currently in **FULL FORCE AND EFFECT** upon the records of this office.*



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 25th day of April, A.D. 2012*

A handwritten signature in dark ink that reads "Jon Husted". The signature is written in a cursive, flowing style.

Ohio Secretary of State

Validation Number: V2012115A26BB4

**United States of America
State of Ohio
Office of the Secretary of State**

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show GCI GLOBALCOM INC. (GLOBALCOM INC.), an Illinois corporation, having qualified to do business within the State of Ohio on June 06, 1997 under License No. 982498 is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 25th day of April, A.D. 2012*

A handwritten signature in dark ink that reads "Jon Husted". The signature is written in a cursive, flowing style.

Ohio Secretary of State

Validation Number: V2012115ACE14A

**United States of America
State of Ohio
Office of the Secretary of State**

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show FIRSTENERGY CORP., an Ohio corporation, Charter No. 953140, having its principal location in Akron, County of Summit, was incorporated on September 17, 1996 and is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 25th day of April, A.D. 2012*

A handwritten signature in dark ink that reads "Jon Husted". The signature is written in a cursive style with a large, looping "J" and a distinct "H".

Ohio Secretary of State

Validation Number: V2012115AD8E59

ATTACHMENT 2

List of Officers

The current management of First Communications, Inc. includes:

Raymond Hexamer, Chief Executive Officer
Joseph R. Morris, President
Jessica Newman, Chief Operating Officer
Mark Sollenberger, Chief Financial Officer
John Musci, Chief Marketing Officer
Sandi Murphy, Senior VP, General Counsel & Secretary
David Johnson, Senior Vice President Sales & Marketing
Rick Poore, Senior Vice President, FTS

The current management of FirstEnergy Corp. includes:

Anthony J. Alexander, President and Chief Executive Officer
Mark T. Clark, Executive Vice President and Chief Financial Officer
Leila L. Vespoli, Executive Vice President and General Counsel
Charles E. Jones, President, FirstEnergy Utilities
James H. Lash, President, FirstEnergy Generation and Chief Nuclear Officer
Lynn M. Cavalier, Senior Vice President, Human Resources
Donald R. Schneider, President, FirstEnergy Solutions
Peter P. Sena III, President and Chief Operating Officer, FirstEnergy Nuclear Operating Company

VERIFICATION

STATE OF OHIO

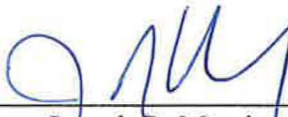
§

§

COUNTY OF SUMMIT

§

I, Joseph R. Morris, state that I am President of First Communications, Inc.; that I am authorized to make this Verification on behalf of First Communications, Inc. and its subsidiaries; that the foregoing filing was prepared under my direction and supervision; and that the statements in the foregoing document are true and correct to the best of my knowledge, information, and belief.


Name: Joseph R. Morris
Title: President

SWORN TO AND SUBSCRIBED before me on the 25 day of April, 2012.


Notary Public

My commission expires: _____

SANDI R. MURPHY, Attorney At Law
Notary Public - State of Ohio
My commission has no expiration date.
Section 147.03 R.C.

This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

4/26/2012 1:35:00 PM

in

Case No(s). 12-1391-TP-ACO

Summary: Application In the Matter of the Application of First Communications, LLC and Globalcom, Inc. for Approval of an Indirect Minority Ownership Transfer electronically filed by Ms. Danielle Burt on behalf of First Communications, LLC and Globalcom, Inc.