

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the joint) Application No. C-3727
Application of Lightyear Network)
Solutions, LLC, Louisville,)
Kentucky, First Communications,) GRANTED
Inc., Akron, Ohio, and First)
Communications, LLC, Akron,)
Ohio, seeking approval for a)
transfer of control.) Entered: January 17, 2007

BY THE COMMISSION:

On November 27, 2006, a joint application was filed by Lightyear Network Solutions, LLC ("Lightyear"), Louisville, Kentucky, First Communications, Inc. ("FCI"), Akron, Ohio, and First Communications, LLC ("First Communications"), Akron, Ohio, seeking a transfer of control. Notice of the application was published in The Daily Record, Omaha, Nebraska, on November 30, 2006. No protests were filed; therefore, this application is processed pursuant to the Commission's Rule of Modified Procedure.

O P I N I O N A N D F I N D I N G S

Lightyear is a Kentucky limited liability company with offices located in Louisville, Kentucky. Lightyear is authorized to provide local exchange telecommunications services in 44 states and long distance telecommunications services in 49 states. In Nebraska, Lightyear received authority to provide facilities-based and resold local exchange and interexchange telecommunications services pursuant to Docket Nos. C-3065 and C-3411, issued on January 21, 2004, and August 9, 2005, respectively.

First Communications is a privately held Ohio limited liability company with headquarters in Akron, Ohio. First Communications is a common carrier that provides local, private line, and long distance services to both businesses and residential customers in several states. These services are provided primarily on a resale basis using the facilities and switches that are owned and operated by other telecommunications carriers. First Communications received authority to provide resold interexchange telecommunications services in Nebraska pursuant to Application No. C-3686, which was granted by the Commission on September 26, 2006.

FCI is a newly formed Ohio corporation with offices located in Akron, Ohio. FCI has entered letters of intent to acquire 100

percent of the shares of Lightyear and First Communications. FIC will have the technical, managerial, and financial qualifications to acquire control of Lightyear and First Communications, and management and operations personnel will remain with the integrated company to ensure continuity of existing operations.

Pursuant to the proposed plan, FCI will acquire control of Lightyear and First Communications following the initial public offering of shares by FCI on the Alternative Investment Market of the London Stock Exchange ("AIM"). Immediately following the transaction, Lightyear and First Communications will continue to offer service to existing customers with no change in their rates or terms and conditions of service. The transfer of control will allow the companies to integrate their management and resources in order to more effectively compete in the market

Based on the evidence, we find the application to be fair and reasonable and in the public interest. The application should be granted.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-3727, be, and it is hereby, granted.

MADE AND ENTERED at Lincoln, Nebraska, this 17th day of January, 2007.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

Chairman

ATTEST:

Executive Director