

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Joint) Application No. C-3964
Application of First)
Communications, LLC, Washington,)
DC, seeking approval of the) GRANTED
indirect transfer of control to)
Renaissance Acquisition Corp.,)
Pompano Beach, Florida.) Entered: October 29, 2008

BY THE COMMISSION:

On September 17, 2008, a joint application was filed by First Communications, LLC ("FCL"), Washington, DC, and Renaissance Acquisition Corp, ("RAC"), Pompano Beach, Florida, (together with FCL, the "Applicants") seeking approval of a transfer of control whereby FCL will transfer control to RAC. Notice of the application was published in The Daily Record, Omaha, Nebraska, on September 18, 2008. 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

The Parties:

FCL is an Ohio limited liability company with principal offices located in Akron, Ohio. FCL is a wholly owned subsidiary of First Communications, Inc. ("FCI"), a Delaware corporation listed on the Alternative Investment Market of the London Stock Exchange ("AIM"). FCL provides local exchange interexchange telecommunications services in Nebraska under and by virtue of authority heretofore granted by this Commission.¹

RAC is a corporation duly organized and existing under and by virtue of the laws of the State of Delaware, with its principal place of business located in Pompano Beach, Florida.

Description of the Transaction:

For purposes of the merger, RAC has created two new merger subsidiaries, FCI Merger Sub I, Inc. ("Merger Sub I") and FCI

¹ See Docket C-3732, *In the Matter of the Application of First Communications, LLC, Akron, Ohio, seeking authority to provide competitive local exchange telecommunications services throughout the State of Nebraska*. Granted (January 23, 2007) and Docket C-3686, *In the Matter of the Application of First Communications, LLC, Akron, Ohio, seeking authority to provide resold interexchange telecommunications services throughout the State of Nebraska*. Granted (September 26, 2006).

Merger Sub II, Inc. ("Merger Sub II"). According to the application, FCI and RAC entered into an Agreement whereby FCI will merge into Merger Sub I with FCI surviving, and FCI will then merge into and with Merger Sub II with Merger Sub II surviving. As a result, FCL will be a wholly-owned subsidiary of RAC. FCL will continue to offer service with no change in the name of the company, or its rate, terms, or conditions of service following consummation of the proposed transaction.

The Applicants anticipate a seamless transition and the transaction will be virtually transparent to FCL's customers. There will be no interruption of service and FCL will continue to provide telecommunications services to its customers.

The Applicants state that the transaction is in the public interest because the proposed transaction will enable FCL to obtain access to additional financial and operational resources from its new parent company. The Applicants further state that these additional resources will allow FCL to strengthen its competitive position in Nebraska to the benefit of Nebraska consumers and the competitive telecommunications marketplace.

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-3964 be, and it is hereby, granted.

MADE AND ENTERED at Lincoln, Nebraska, this 29th day of October, 2008.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

Chair

ATTEST:

Executive Director

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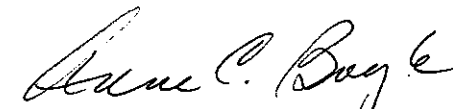
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//s// Anne C. Boyle
//s// Frank E. Landis