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October 12, 2011

Via Overnight Courier and E-Mail

David Danner, Executive Secretary
Washington Utilities and Transportation Commission
1300 S. Evergreen Park Drive
Olympia, Washington 98504-7250
records@wutc.wa.gov

Re: Notification Regarding the Transfer of Control of First Communications, LLC, Globalcom, Inc. and Xtension Services, Inc.

Dear Mr. Danner:

First Communications, LLC ("FCL"), Globalcom, Inc. ("Globalcom"), Xtension Services, Inc. ("Xtension") and Gores AC Holdings, LLC ("Gores") (collectively, the "Parties"), notify the Commission of a transaction whereby Gores, an entity ultimately managed by The Gores Group, LLC ("The Gores Group"), will acquire control of First Communications, Inc. ("FCI"), the parent company of FCL, Globalcom and Xtension ("Operating Companies"), and indirectly acquire control of the Operating Companies.

Pursuant to the policies of the Commission, the Parties submit this letter for informational purposes only to ensure the continuing accuracy of the Commission's records.

Description of the Parties

A. First Communications, Inc. and the Operating Companies

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, 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.

FCL, an Ohio limited liability company, is authorized in Washington to provide local exchange and interexchange telecommunications services pursuant to authorization granted in Docket No. UT-061244 on August 26, 2006 and January 22, 2007. Globalcom, an Illinois corporation, is authorized in Washington to provide resold interexchange telecommunications services pursuant to authorization granted in Docket No. UT-000903 on June 28, 2000. Xtension, a Delaware corporation, is authorized in Washington, to provide interexchange telecommunications services pursuant to authorization granted in Docket No. UT-060981 on July 12, 2006. Further information regarding FCL, Globalcom, Xtension and the services they provide has previously been

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submitted to the Commission and is therefore a matter of public record, and the Parties request that it be incorporated herein by reference.

B. Gores AC Holdings, LLC

Gores is a limited liability corporation formed in Delaware with its principal office located at 10877 Wilshire Boulevard, 18th Floor, Los Angeles, California 90024. Gores is ultimately managed by The Gores Group, and its manager, Alec E. Gores.¹ The Gores Group is a private investment firm whose investment focus includes opportunities in the technology and telecommunications sectors. The Gores Group currently acts as the manager of the general partner of certain investment funds that together hold non-controlling ownership of 13.1 percent of the voting stock of FCI through Gores FC Holdings, LLC (“Gores FC Holdings”).

Gores is well-qualified managerially, technically and financially to own and control FCI and the Operating Companies. In particular, The Gores Group has created an internal operations team which has a history of enhancing the value and operations of its investment companies by focusing on customers and employees, supporting management with operational expertise and providing access to capital. In addition to the well-qualified management and operations teams of FCI and the Operating Companies that will remain with the companies following the transfer of control, The Gores Group and its affiliates also have an extensive background in acquiring and managing network services, software and computer hardware companies.

Gores is financially qualified to take control of FCI and the Operating Companies. In addition to its own capital resources, through an established network of debt financing sources and investment partners, The Gores Group also provides access to capital for its portfolio companies.

Contacts

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

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¹ A limited partnership, Gores Capital Partners III, L.P., owns 95% percent of Gores.

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With copies to:

Sandi Murphy
Mary Cegelski
First Communications, LLC
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Email: smurphy@firstcomm.com
mcegelski@firstcomm.com

Description of the Transactions

Gores will acquire control of FCI and the Operating Companies by a combination of the exercise of the right to appoint a majority of the Board of Directors and/or the purchase/acquisition of voting securities of FCI either directly or through Gores FC Holdings, as a result of which Gores will directly or indirectly hold more than 50 percent of the voting securities of FCI. For the Commission's convenience, pre- and post-transaction illustrative charts are provided as Exhibit A.

Because the proposed transaction will be completed at the holding company level, the Parties expect that the proposed transaction will be entirely transparent to customers of the Operating Companies. The proposed transaction will not result in any change to the day-to-day operations of the Operating Companies. Furthermore, the Operating Companies do not anticipate that the proposed transaction will have any effect on their rates, terms or conditions of service. As a result, the proposed transaction will not directly affect any end user customers of the Operating Companies or the services they currently receive.

Public Interest Considerations

The Parties submit that the transfer of control transaction described herein will serve the public interest. Following consummation of the proposed transaction, the Operating Companies will have access to the financial and managerial oversight and expertise of Gores. Such support will strengthen the competitive position of the Operating Companies to the benefit of the telecommunications marketplace. Moreover, no existing or potential competitors will be eliminated as a result of the proposed transaction. Instead, the Operating Companies will continue to provide service to their customers, furthering the Commission's policies favoring competition and diversity of services.

The proposed transaction will be conducted in a manner that will be transparent to customers of the Operating Companies. The transfer of control of the Operating Companies will not result in a change of carrier for customers or any assignment of authorizations. In addition, the Operating Companies will continue to provide high-quality communications services to their customers without interruption and without immediate change in rates, terms or conditions. Accordingly, the transaction will be

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virtually transparent to customers, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers.

* * * * *

An original and one (1) copy of this letter are enclosed for filing. Please date-stamp the enclosed extra copy and return it in the envelope provided. This notification has also been filed via email. Should you have any questions regarding this filing, please do not hesitate to contact Danielle C. Burt at 202-373-6039.

Respectfully submitted,

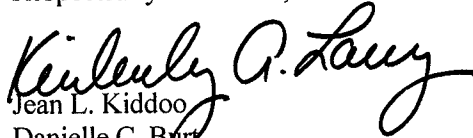
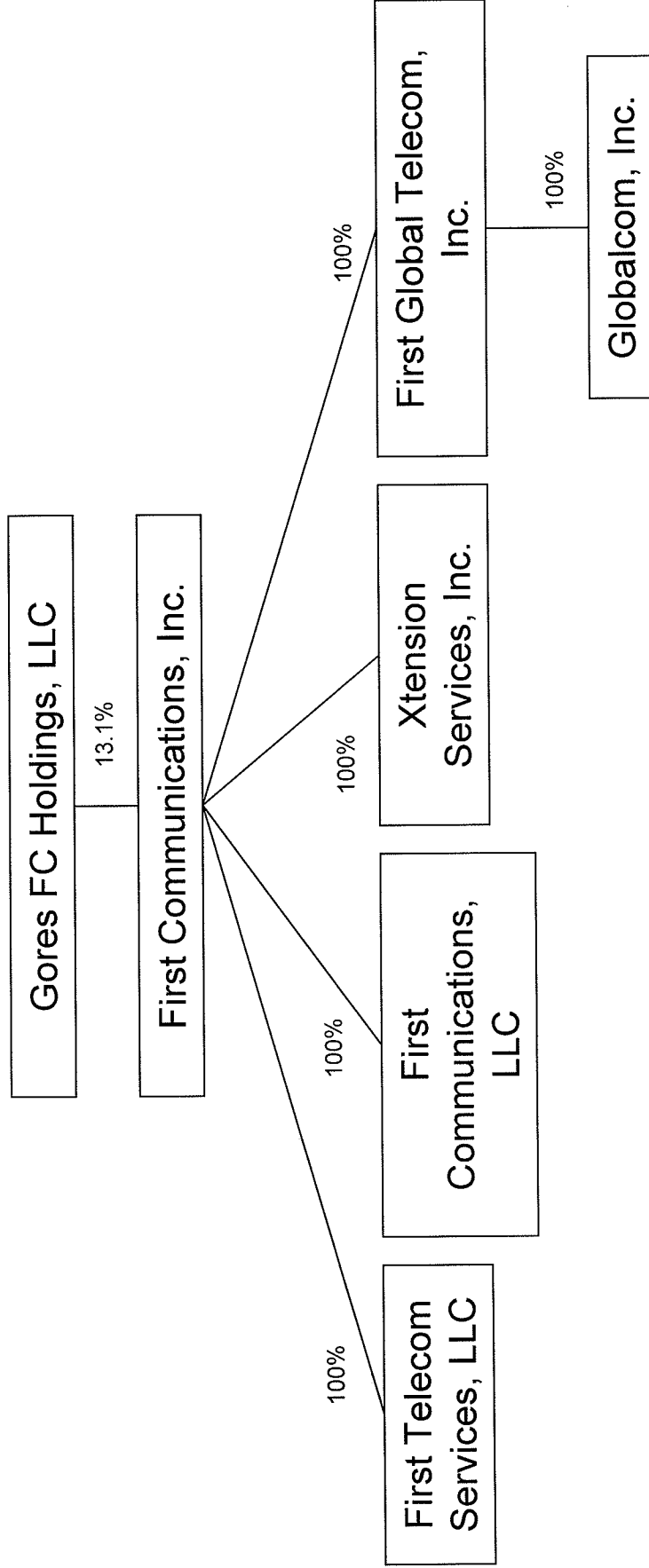

Jean L. Kiddoo
Danielle C. Burt
Kimberly A. Lacey

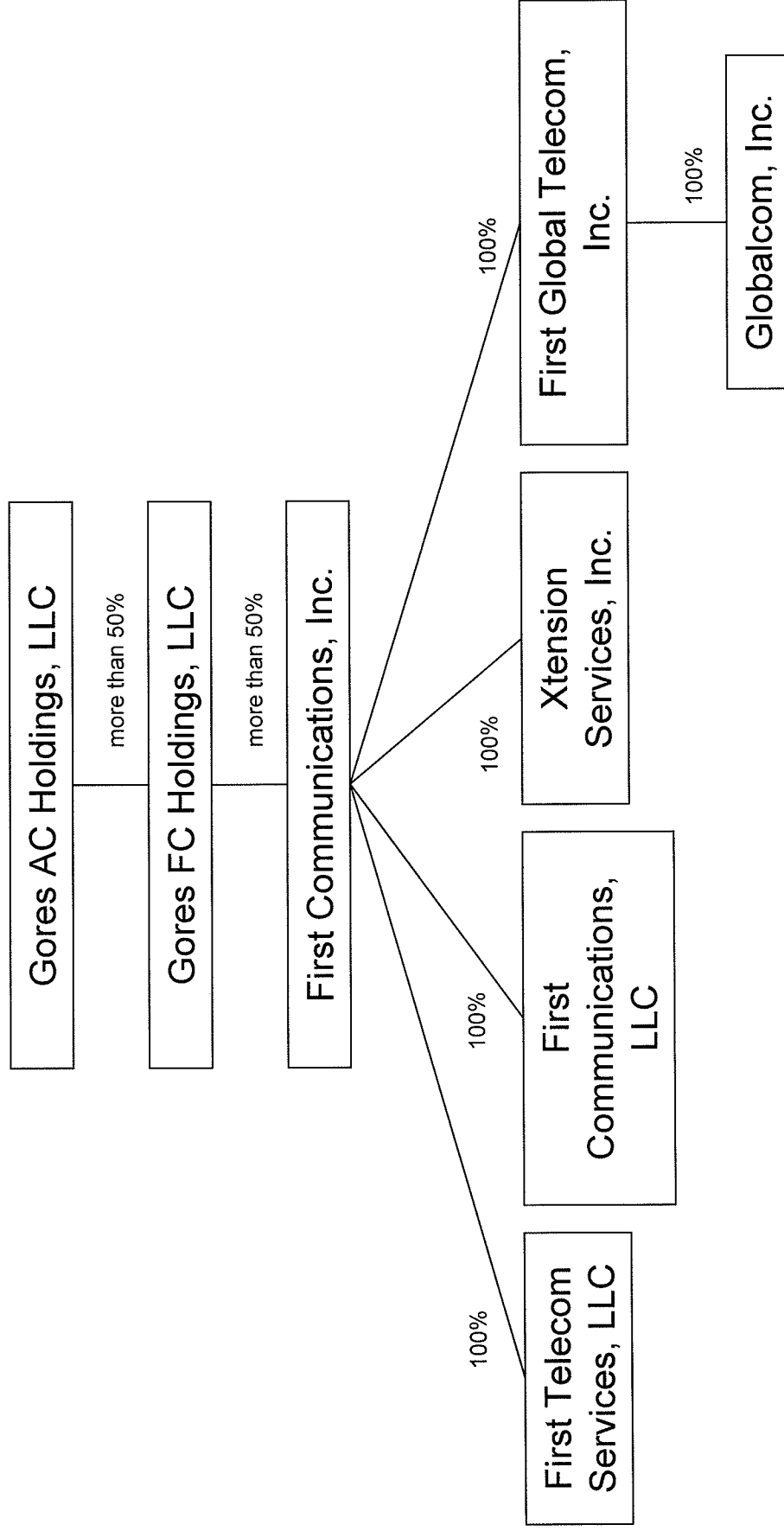
Exhibit A

Pre- and Post-Transaction Illustrative Charts

First Communications Pre-Transaction Illustrative Corporate Structure Chart



First Communications Post-Transaction Illustrative Corporate Structure Chart



VERIFICATION

I, Eric R. Hattler, state that I am Vice President for Gores AC Holdings, LLC; that I am authorized to make this Verification on behalf of Gores AC Holdings, LLC; 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.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 11 day of October, 2011.



Name: Eric R. Hattler
Title: Vice President

VERIFICATION

I, Joseph R. Morris, state that I am President for 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.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 11 day of October, 2011.



Name: Joseph R. Morris
Title: President