

BINGHAM

US BANK/FCC SEP 29 2008

LEGAL INSIGHT. BUSINESS INSTINCT.

Jean L. Kiddoo
Danielle C. Burt
Direct Phone: 202-373-6000
Direct Fax: 202-373-6001

September 26, 2008

Via Overnight Delivery

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau Applications
P.O. Box 979091
St. Louis, MO 63197-9000

Re: In the Matter of the Joint Application of First Communications, Inc.
("Transferor") and Renaissance Acquisition Corp. ("Transferee") For
Grant of Authority Pursuant to Section 214 of the Communications Act of
1934, as amended, to Transfer of Control of Licensees

Dear Ms. Dortch:

On behalf of First Communications, Inc. ("Transferor"), Renaissance Acquisition Corp. ("Transferee"), First Communications, LLC ("Licensee"), Xtension Services, Inc. ("Licensee") and Globalcom, Inc. ("Licensee"), collectively ("Applicants") enclosed please find an original and six (6) copies of an application for approval to transfer of control of Licensees to Renaissance Acquisition Corp. Pursuant to Section 63.04(b) of the Commission's Rules, Applicants submit this filing as a combined international section 214 transfer of control application and domestic section 214 transfer of control application ("Combined Application").

Also enclosed is a completed Fee Remittance Form 159 containing a valid credit card number and expiration date for payment, in the amount of \$965.00, to the Federal Communications Commission, which satisfies the filing fee required for this Combined Application under line 2.b of Section 1.1105 of the Commission's Rules. Applicants are simultaneously submitting for filing the Combined Application with the International Bureau through the MyIBFS Filing System.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



Jean L. Kiddoo
Danielle C. Burt

Counsel for Applicants

Bingham McCutchen LLP
2020 K Street NW
Washington, DC
20006-1806

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bingham.com

A/72664638.1

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

(1) LOCKBOX #
979091

USBANK/FCC SEP 29 2008

SPECIAL USE ONLY
FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card)
Bingham McCutchen LLP

(3) TOTAL AMOUNT PAID (U.S. Dollars and cents)
\$965.00

(4) STREET ADDRESS LINE NO. 1
c/o Danielle C. Burt

(5) STREET ADDRESS LINE NO. 2
2020 K Street, NW

(6) CITY
Washington

(7) STATE
DC

(8) ZIP CODE
20006

(9) DAYTIME TELEPHONE NUMBER (include area code)
202-373-6000

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

FCC REGISTRATION NUMBER (FRN) REQUIRED

(11) PAYER (FRN)
0004353900

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
First Communications, Inc.

(14) STREET ADDRESS LINE NO. 1
3340 West Market Street

(15) STREET ADDRESS LINE NO. 2

(16) CITY
Akron

(17) STATE
OH

(18) ZIP CODE
44333

(19) DAYTIME TELEPHONE NUMBER (include area code)
330-835-2323

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

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)
0015806979

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, **M. Renee Britt**, 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

M. Renee Britt

DATE **9/26/2008**

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)
Page No 2 of 2

SPECIAL USE ONLY
SECTION BB - ADDITIONAL APPLICANT INFORMATION

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

(13) APPLICANT NAME
Renaissance Acquisition Corp.

(14) STREET ADDRESS LINE NO. 1
50 East Sample Road

(15) STREET ADDRESS LINE NO. 2
Suite 400

(16) CITY
Pompano Beach

(17) STATE
FL

(18) ZIP CODE
33064

(19) DAYTIME TELEPHONE NUMBER (include area code)
818-995-7171

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

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)
0018138974

(22) FCC USE ONLY

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	FCC USE ONLY
(28A) FCC CODE I	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE I	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE I	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE I	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE I	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE I	(29F) FCC CODE 2	

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Joint Application of)
)

First Communications, Inc., Transferor)
First Communications, LLC, Licensee)
Xtension Services, Inc., Licensee)
Globalcom, Inc., Licensee)

File No. ITC-T/C-2008 _____

WC Docket No. 08- _____

and)
)

Renaissance Acquisition, Corp., Transferee)
)

For Grant of Authority Pursuant to)
Section 214 of the Communications Act of 1934,)
as amended, and Sections 63.04 and 63.24 of the)
Commission's Rules to Complete a)
Transfer of Control of Authorized)
Domestic and International Section 214 Carriers)
_____)

JOINT APPLICATION

I. INTRODUCTION

A. Summary of Transaction

First Communications, Inc. ("FCI"), First Communications, LLC ("FCL"), Xtension Services, Inc. ("Xtension"), Globalcom, Inc. ("Globalcom"), and Renaissance Acquisition Corp. ("RAC") (collectively, "Applicants"), through undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04, 63.24, hereby respectfully request Federal Communications Commission ("Commission") approval to consummate a transaction that will result in the transfer of control of FCL, Xtension and Globalcom to RAC.

B. Request for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12. With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, (1) Applicants and their affiliates, as defined in Section 3(1) of the Communications Act ("Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transactions) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is a foreign carrier, or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

In support of this Application, Applicants provide the following information:

II. DESCRIPTION OF THE APPLICANTS

A. First Communications, Inc. and its Operating Entities

FCI is a Delaware corporation listed on the Alternative Investment Market of the London Stock Exchange ("AIM"). FCI's headquarters are located at 3340 West Market Street, Akron, Ohio 44333. FCI, through its operating subsidiaries FCL and Xtension, provides local, private line, and/or long distance services to both business and residential customers in 49 states. Its services include traditional local and long distance services, toll-free services, conference calling

packages, calling cards, prepaid calling cards, Internet access and dedicated and private line services.

FCI and GCI Globalcom Holdings, Inc., the parent of Globalcom, entered into an Agreement and Plan of Merger on July 18, 2008 to acquire Globalcom. FCI and Globalcom received approval from the Commission for the indirect transfer of control of Globalcom to FCI in WC Docket No. 08-161 and File No. ITC-T/C-20080806-00363. FCI and Globalcom anticipate the transfer of control of Globalcom will close prior to the transaction described in this Application, and therefore, Globalcom is included as an Applicant to this proceeding

Below is a brief description of each service provider and its Section 214 authority:

1. **First Communications, LLC**

FCL is an Ohio limited liability company located at 3340 West Market Street, Akron, Ohio 44333. FCL is authorized to provide local, private line, and/or long distance services to both business and residential customers in 49 states. FCL holds international Section 214 authority (ITC-214-19951215-00030) granted in File No. ITC-ASG-20011001-00509 and holds blanket domestic Section 214 authority.

2. **Xtension Services, Inc.**

Xtension is a Delaware corporation founded in 2000, and its offices are currently located at 30 South Treasure Drive, Tampa, Florida 33609. Xtension is authorized to provide long distance telecommunications services in 13 states and local exchange services in New Jersey. Xtension holds international Section 214 authority granted in File No. ITC-214-20010305-00116 and holds blanket domestic Section 214 authority.

3. Globalcom, Inc.

Globalcom is an Illinois corporation with its principal offices located at 200 E. Randolph St., Floor 23, Chicago, IL 60601. Globalcom is a voice and data service provider primarily to small and medium sized business customers in the Chicagoland MSA. It offers complete voice and data solutions including local and long distance, T-1, PRI, Internet T-1, IP Telephony, toll-free, international long distance, access & private networking, conference calling, managed solutions, consulting services, collocation, hosted services, VPN & security and monitoring services. Globalcom holds blanket domestic Section 214 authority to provide interstate telecommunications service pursuant to 47 C.F.R. § 63.01. Globalcom holds international Section 214 authority to provide global or limited global resale service granted in File No. ITC-214-19960718-00323 (previous File No. ITC-96-406).

B. Renaissance Acquisition Corp.

RAC, a Delaware corporation with principal offices at 50 East Sample Road, Suite 400, Pompano Beach, Florida 33064, is a publicly traded corporation on the American Stock Exchange ("AMEX") under the symbol "RAK." RAC was organized for the purpose of effecting a merger, capital stock exchange, asset acquisition, or other similar business combination with an operating business. For the purpose of accomplishing this transaction, RAC has created a new merger subsidiary, FCI Merger Sub I, Inc. ("Merger Sub I"), a Delaware corporation and direct wholly-owned subsidiary of RAC, and has created FCI Merger Sub II, LLC ("Merger Sub II"), a Delaware limited liability company and direct wholly-owned subsidiary of RAC.¹

¹ Applicants anticipate changing the name of Merger Sub II after closing.

III. DESCRIPTION OF THE TRANSACTION

RAC and FCI entered into an Agreement and Plan of Merger ("Agreement") on September 13, 2008 whereby (1) FCI will merge into and with Merger Sub I with FCI surviving and (2) FCI will merge into and with Merger Sub II with Merger Sub II surviving. As a result, FCL, Xtension and Globalcom will be wholly-owned subsidiaries of RAC, which intends to change its name to "First Communications, Inc." Applicants therefore request authority for the transfer of control of FCL, Xtension and Globalcom to RAC. For the Commission's convenience, pre- and post-transaction illustrative organization charts are provided as Exhibit A.

FCL, Xtension and Globalcom will continue to offer service with no change in the name of the companies, or their rates or terms and conditions of service following consummation of the proposed transaction. Therefore, the transfer of control of FCL, Xtension and Globalcom will be seamless and virtually transparent to consumers of FCL, Xtension and Globalcom.

IV. PUBLIC INTEREST STATEMENT

Applicants submit that the proposed transaction will serve the public interest. The proposed acquisition will enable FCL, Xtension and Globalcom to obtain access to additional financial and operational resources from their new publicly-traded parent company. These additional resources will allow FCL, Xtension and Globalcom to strengthen their competitive position to the benefit of their consumers and the telecommunications marketplace. Specifically, the transaction will allow the combined company to pursue growth strategies as well as increase brand awareness, expand into additional geographic markets, and expand its service offerings. The combined company will also hold the managerial, operational and technical qualifications of exciting FCI management.

In addition, the transaction will be conducted in a manner that will be virtually transparent to customers of FCL, Xtension and Globalcom. The transfer of control of FCL,

(312) 895-8818 (Tel)

Transferee:

Renaissance Acquisition Corp.
50 East Sample Road, Suite 400
Pompano Beach, Florida 33064
(818) 995-7171 (Tel)

FRN: 0018138974

63.18 (b) Jurisdiction of Organizations:

Transferor: First Communications, Inc. is a corporation formed under the laws of Delaware.

Licensees: First Communications, LLC is a limited liability company formed under the laws of Ohio.

Xtension Services, Inc. is a corporation formed under the laws of Delaware.

Globalcom, Inc. is a corporation formed under the laws of Illinois.

Transferee: Renaissance Acquisition Corp. is a corporation formed under the laws of Delaware.

63.18 (c) Correspondence concerning this Application should be sent to:

Counsel for FCI, FCL, Xtension, and Globalcom:

Jean L. Kiddoo
Danielle C. Burt
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 2006
Tel: (202) 373-6000
Fax: (202) 373-6001
Email: jean.kiddoo@bingham.com
danielle.burt@bingham.com

With copies to:

Mary Cegelski
First Communications, LLC
15278 Neo Parkway
Garfield Heights, OH 44128
Tel: (216) 468-1614
Fax: (216) 468-1680
Email: mcegelski@firstcomm.com

and

Abby Knowlton
First Communications, LLC
3340 West Market Street
Akron, OH 44333
Tel: (888) 777-3300
Fax: (888) 777-3300
Email: aknowlton@firstcomm.com

Counsel for RAC:

Paige Fronabarger
Brian Higgins
Wilkinson Barker Knauer, LLP
2300 N. Street, NW, Suite 700
Washington, DC 20037
Tel: (202) 383-3396
Fax: (202) 783-5851
Email: pfronabarger@wbklaw.com
bhiggins@wbklaw.com

With copies to:

Rick A. Bloom
Renaissance Acquisition Corp.
15652 Woodvale Road
Encino, CA 91436
Tel: (818) 995-7171
Fax: (818) 995-7191
Email: rbloom@renacq.com

63.18 (d) Renaissance Acquisition Corp. does not hold any domestic or Section 214 authority, and First Communications, Inc. does not hold any domestic or Section 214 authority. The following subsidiaries hold Section 214 authority:

First Communications, LLC holds international Section 214 authority (ITC-214-19951215-00030) granted in File No. ITC-ASG-20011001-00509 and holds blanket domestic Section 214 authority.

Xtension Services, Inc. holds international Section 214 authority granted in File No. ITC-214-20010305-00116 and holds blanket domestic Section 214 authority.

Globalcom, Inc. holds international Section 214 authority granted in File

No. ITC-214-19960718-00323 (previous File No. ITC-96-406) and holds blanket domestic Section 214 authority.

As described in Section VI(a)(7), FCI is affiliated through its investors with the following telecommunications carrier: Global Tel*Link Corporation.

63.18 (h) In accordance with 63.24(e)(3), items (h)-(p) are provided for the Applicants.²

Pre-Transaction Ownership

(1) The following entity owns or controls ten percent (10%) or more of the equity of **First Communications, LLC:**

Name: First Communications, Inc.
Address: 3340 West Market Street
Akron, OH 44333
Citizenship: U.S.
Percentage Owned: 100%
Principal Business: Holding Company

(2) The following entity owns or controls ten percent (10%) or more of the equity of **Xtension Services, Inc.:**

Name: First Communications, Inc.
Address: 3340 West Market Street
Akron, OH 44333
Citizenship: U.S.
Percentage Owned: 100%
Principal Business: Holding Company

(3) The following entity owns or controls ten percent (10%) or more of the equity of **Globalcom, Inc.:**

Name: GCI Globalcom Holdings, Inc.
Address: 200 E. Randolph St., Floor 23
Chicago, IL 60601
Citizenship: U.S.
Percentage Owned: 100%
Principal Business: Holding Company

² While the Commission's rules for combined domestic and international applications require this information only for the assignee/transferee, *see* 47 C.F.R. §§ 63.04(b), 63.24(3)(2), Applicants are providing ownership information for both parties.

- (4) The following entity will own or control ten percent (10%) or more of the equity of **GCI Globalcom Holdings, Inc.:**

Name: First Communications, Inc.
Address: 3340 West Market Street
Akron, OH 44333
Citizenship: U.S.
Percentage Owned: 100%
Principal Business: Holding Company

- (5) The following entities own or control ten percent (10%) or more of the equity of **First Communications, Inc.:**

(a) Name: Marbel Investments, LLC
Address: 612 Market Ave. South
Canton, OH 44702
Citizenship: U.S.
Percentage Owned: 19.29%
Principal Business: Investment

(b) Name: FirstEnergy Corp.
Address: 76 S. Main Street, Suite 1600
Akron, OH 44308
Citizenship: U.S.
Percentage Owned: 14.34%
Principal Business: Energy

(c) Name: Gores FC Holdings, LLC
Address: 10877 Wilshire Boulevard, 18th Floor
Los Angeles, California 90024
Citizenship: U.S.
Percentage Owned: 13.01%³
Principal Business: Holding Company

- (6) The following entities own or control ten percent (10%) or more of the equity of **Marbel Investments, LLC:**

(a) Name: Marshall Belden
Address: 612 Market Ave. South

³ As described in the application granted in WC Docket No. 07-160 and File Nos. ITC-T/C-20070724-00286 and ITC-T/C-20070724-00287, Gores increased its interest in FCI to 13.01% by converting non-voting shares to voting shares of common stock, however, Gores has not yet exercised its right to appoint a majority of the FCI board of directors. Upon completion of this transaction, Gores' right to appoint a majority of the FCI board of directors will be terminated.

Canton, OH 44702.
Citizenship: U.S.
Percentage Owned: 25%
Principal Business: Individual

(b) Name: Timothy Belden
Address: 612 Market Ave. South
Canton, OH 44702
Citizenship: U.S.
Percentage Owned: 25%
Principal Business: Individual

(c) Name: Susan Belden
Address: 612 Market Ave. South
Canton, OH 44702
Citizenship: U.S.
Percentage Owned: 25%
Principal Business: Individual

(d) Name: Kismet Foundation
Address: 612 Market Ave. South
Canton, OH 44702
Citizenship: U.S.
Percentage Owned: 25%
Principal Business: Charitable Organization

(7) No shareholder in **FirstEnergy Corp.** owns or controls ten percent (10%) or more of its equity.

(8) The following entities own or control ten percent (10%) or more of the equity of **Gores FC Holdings, LLC**:

(a) Name: Gores Alternative Investments I, L.P.
Address: 10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: 44.1%
Principal Business: Investment Fund

(b) Name: Gores Alternative Investments II, L.P.
Address: 10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: 20.76%
Principal Business: Investment Fund

- (c) Name: Gores Co-Invest Partnership, L.P.
 Address: 10877 Wilshire Boulevard, 18th Floor
 Los Angeles, CA 90024
 Citizenship: U.S.
 Ownership: 22.5%
 Principal Business: Investment Fund
- (d) Name: Gores Capital Advisors, LLC
 Address: 10877 Wilshire Boulevard, 18th Floor
 Los Angeles, CA 90024
 Citizenship: U.S.
 Ownership: 10%
 Principal Business: Private Equity/Mergers & Acquisitions
- (9) The following entity owns or controls **Gores Alternative Investments I, L.P., Gores Alternative Investments II, L.P., and Gores Co-Invest Partnership, L.P.:**
- Name: Gores Capital Advisors, LLC
 Address: 10877 Wilshire Boulevard, 18th Floor
 Los Angeles, CA 90024
 Citizenship: U.S.
 Ownership: General Partner (all three limited partnerships)
 Principal Business: Private Equity/Mergers & Acquisitions
- (10) The following entity owns or controls **Gores Capital Advisors, LLC:**
- Name: The Gores Group, LLC
 Address: 10877 Wilshire Boulevard, 18th Floor
 Los Angeles, CA 90024
 Citizenship: U.S.
 Ownership: Managing Member
 Principal Business: Private Equity/Mergers & Acquisitions
- (11) The following entity owns or controls **The Gores Group, LLC:**
- Name: Alec E. Gores
 Address: c/o The Gores Group, LLC
 10877 Wilshire Boulevard, 18th Floor
 Los Angeles, CA 90024
 Citizenship: U.S.
 Ownership: Managing Member
 Principal Business: Individual

- (12) The following entity owns or controls ten percent (10%) or more of the equity of **Renaissance Acquisition Corp.:**

Name: Barry W. Florescue⁴
Address: 50 East Sample Road, Suite 400
Pompano Beach, Florida 33064
Citizenship: U.S.
Ownership: 16.51%
Principal Business: Individual

Post-Transaction Ownership

- (1) The following entity will own or control ten percent (10%) or more of the equity of **First Communications, LLC:**

Name: FCI Merger Sub II, LLC
Address: 3340 West Market Street
Akron, OH 44333
Citizenship: U.S.
Percentage Owned: 100%
Principal Business: Holding Company

- (2) The following entity will own or control ten percent (10%) or more of the equity of **Xtension Services, Inc.:**

Name: FCI Merger Sub II, LLC
Address: 3340 West Market Street
Akron, OH 44333
Citizenship: U.S.
Percentage Owned: 100%
Principal Business: Holding Company

- (3) The following entities will own or control ten percent (10%) or more of the equity of **Globalcom, Inc.:**

Name: GCI Globalcom Holdings, Inc.
Address: 200 E. Randolph St., Floor 23
Chicago, IL 60601
Citizenship: U.S.
Percentage Owned: 100%
Principal Business: Holding Company

⁴ Mr. Florescue's 16.51% interest is a combination of direct and indirect ownership. Mr. Florescue is the Managing Member of RAC Partners, LLC, a Delaware limited liability company, which directly owns 16.37% of RAC.

- (4) The following entity will own or control ten percent (10%) or more of the equity of **GCI Globalcom Holdings, Inc.:**

Name: FCI Merger Sub II, LLC
Address: 3340 West Market Street
Akron, OH 44333
Citizenship: U.S.
Percentage Owned: 100%
Principal Business: Holding Company

- (5) The following entity will own or control ten percent (10%) or more of the equity of **FCI Merger Sub II, LLC:**

Name: Renaissance Acquisition Corp.
Address: 50 East Sample Road, Suite 400
Pompano Beach, Florida 33064
Citizenship: U.S.
Ownership: 100%
Principal Business: Holding Company

- (6) The following entities will own or control ten percent (10%) or more of the equity of **Renaissance Acquisition Corp.:**

(a) Name: Gores FC Holdings, LLC
Address: 10877 Wilshire Boulevard, 18th Floor
Los Angeles, California 90024
Citizenship: U.S.
Percentage Owned: 11.09%⁵
Principal Business: Holding Company

(b) Name: Barry W. Florescue
Address: 50 East Sample Road, Suite 400
Pompano Beach, Florida 33064
Citizenship: U.S.
Ownership: 8.94%⁶
Principal Business: Individual

⁵ Although Gores FC Holdings, LLC is expected to hold a 11.09% interest at closing, the percentage may vary slightly depending on whether certain shareholders elect to convert their shares to cash, causing a decrease in the total number of outstanding shares.

⁶ Mr. Florescue's expected 8.94% interest will be a combination of direct and indirect ownership as the Managing Member of RAC Partners, LLC. In addition, Mr. Florescue's interest might increase as high as 13.99% subject to the outcome of the initial public offering of RAC stock.

(7) The following entities own or control ten percent (10%) or more of the equity of **Gores FC Holdings, LLC:**

(a) Name: Gores Alternative Investments I, L.P.
Address: 10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: 44.1%
Principal Business: Investment Fund

(b) Name: Gores Alternative Investments II, L.P.
Address: 10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: 20.76%
Principal Business: Investment Fund

(c) Name: Gores Co-Invest Partnership, L.P.
Address: 10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: 22.5%
Principal Business: Investment Fund

(d) Name: Gores Capital Advisors, LLC
Address: 10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: 10%
Principal Business: Private Equity/Mergers & Acquisitions

(8) The following entity owns or controls **Gores Alternative Investments I, L.P., Gores Alternative Investments II, L.P., and Gores Co-Invest Partnership, L.P.:**

Name: Gores Capital Advisors, LLC
Address: 10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: General Partner (all three limited partnerships)
Principal Business: Private Equity/Mergers & Acquisitions

(9) The following entity owns or controls **Gores Capital Advisors, LLC:**

Name: The Gores Group, LLC
Address: 10877 Wilshire Boulevard, 18th Floor

Los Angeles, CA 90024
Citizenship: U.S.
Ownership: Managing Member
Principal Business: Private Equity/Mergers & Acquisitions

(10) The following entity owns or controls **The Gores Group, LLC**:

Name: Alec E. Gores
Address: c/o The Gores Group, LLC
10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: Managing Member
Principal Business: Individual

No other entity is expected to hold a 10% or greater direct or indirect interest in Applicants.

To the best of Applicants' knowledge, there are no officers or directors of Applicants that also serve as an officer or director of a foreign carrier as defined in Section 63.09(d).

63.18 (i) Applicants certify that they are not foreign carriers, nor are they affiliated with foreign carriers, nor will they become affiliated with foreign carriers as a result of this transaction.

63.18 (j) Applicants certify that they do not seek to provide international telecommunications services to any destination country where:

- (1) An Applicant is a foreign carrier in that country; or
- (2) An Applicant controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

63.18 (k) Not applicable.

63.18 (l) Not applicable.

63.18 (m) Not applicable.

- 63.18 (n)** Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- 63.18 (o)** Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.
- 63.18 (p)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

VI. INFORMATION REQUIRED BY SECTION 63.04

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b) Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12), 47 C.F.R. § 63.04(a)(6)-(12):

- (a)(6)** A description of the proposed Transaction is set forth in **Section III** above.
- (a)(7)** First Communications, LLC is authorized to provide telecommunications services in Alabama, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, District of Columbia, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Massachusetts, Maryland, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin, and Wyoming. In these states, FCL is authorized to provide competitive local and/or long distance telecommunications services. All of the services provided by FCL are competitive in nature and neither FCL nor any affiliated company holds a dominant position in any market.

Xtension Services, Inc. is authorized to provide telecommunications services in California, Colorado, Florida, Illinois, Kansas, Michigan, Nevada, New Jersey, New York, North Carolina, Pennsylvania, Texas, and Washington. In these states, Xtension is authorized to provide competitive local and/or long distance telecommunications services. All of the services provided by Xtension are

competitive in nature and neither Xtension nor any affiliated company holds a dominant position in any market.

Globalcom, Inc. is authorized to provide telecommunications services in Arizona, Arkansas, California, Colorado, Florida, Georgia, Hawaii, Illinois, Indiana, Kansas, Kentucky, Maryland, Massachusetts, Michigan, Minnesota, Nevada, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, Tennessee, Texas, Washington, Wisconsin, and Wyoming. In these states, Globalcom is authorized to provide competitive local and/or long distance telecommunications services. All of the services provided by Globalcom are competitive in nature and neither Globalcom nor any affiliated company holds a dominant position in any market.

Through Gores FC Holdings, LLC, FCI is currently affiliated with Global Tel*Link Corporation ("GTL"), a Delaware corporation. GTL provides interstate and international services pursuant to authority granted by the Federal Communications Commission ("FCC") and competitive interexchange telecommunications services in Alabama, Arizona, Arkansas, California, Colorado, Florida, Georgia, Illinois, Indiana, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, Tennessee, Texas, Vermont, Washington, West Virginia, Wisconsin, and Wyoming. In connection with the provision of interexchange services, GTL specializes in, and a substantial portion of its business consists of, the provision of prepaid and inmate only services.

To the FCI's knowledge, it is not affiliated with any other telecommunications carriers.

- (a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, (1) Applicants and their affiliates (as defined in Section 3(1) of the Communications Act - ("Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transaction) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.
- (a)(9) By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to this transaction.
- (a)(10) Prompt completion of the proposed transaction is critical to ensure that Applicants

can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transaction as soon as possible.

(a)(11) Not applicable.

(a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in Section IV above.

VII. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the above-described transaction. Applicants respectfully request expedited treatment to permit Applicants to complete the transaction as soon as possible.

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Respectfully submitted,



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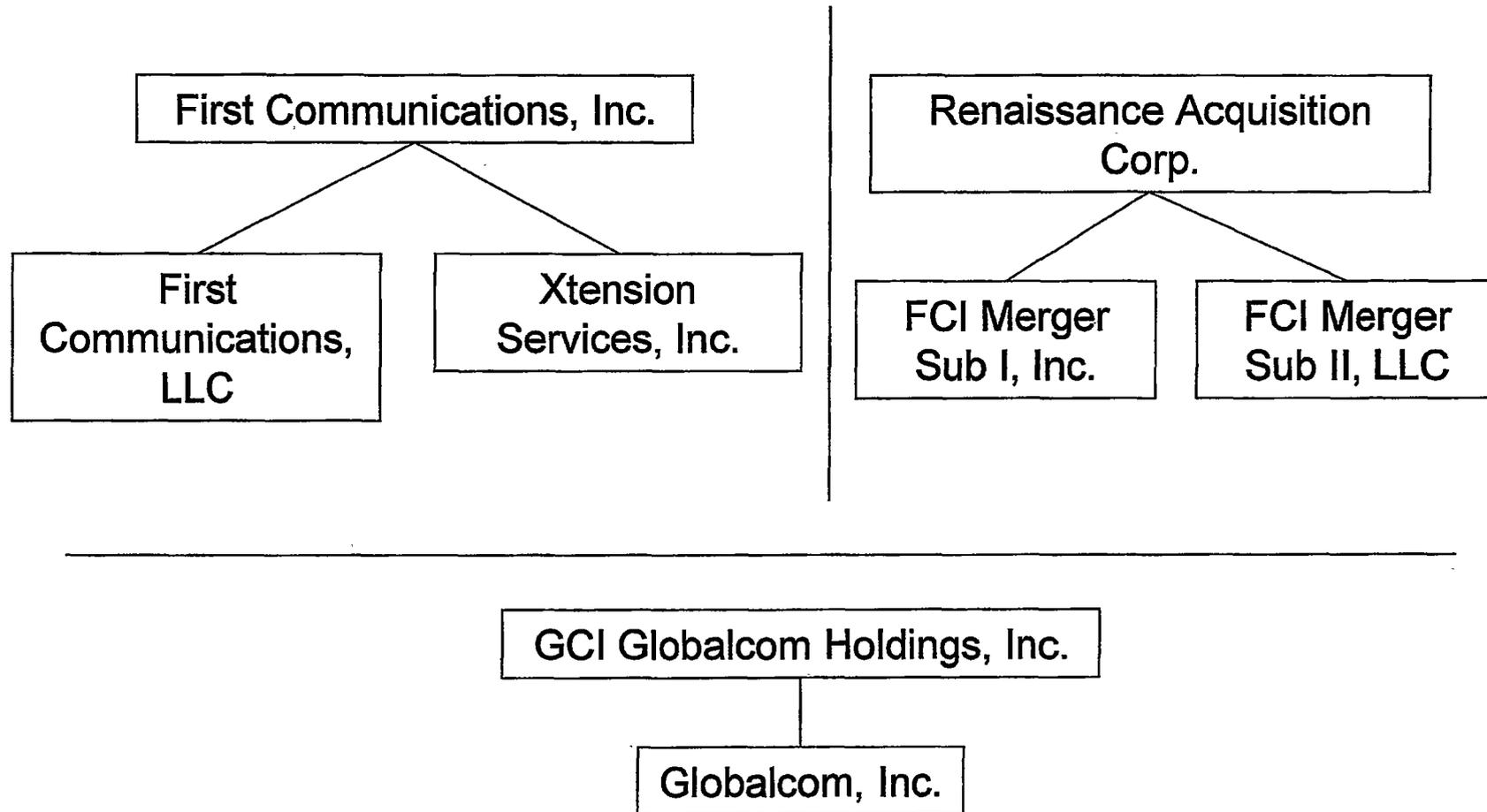
Counsel for First Communications, Inc.,
First Communications, LLC, Xtension
Services, Inc. and Globalcom, Inc.

Dated: September 26, 2008

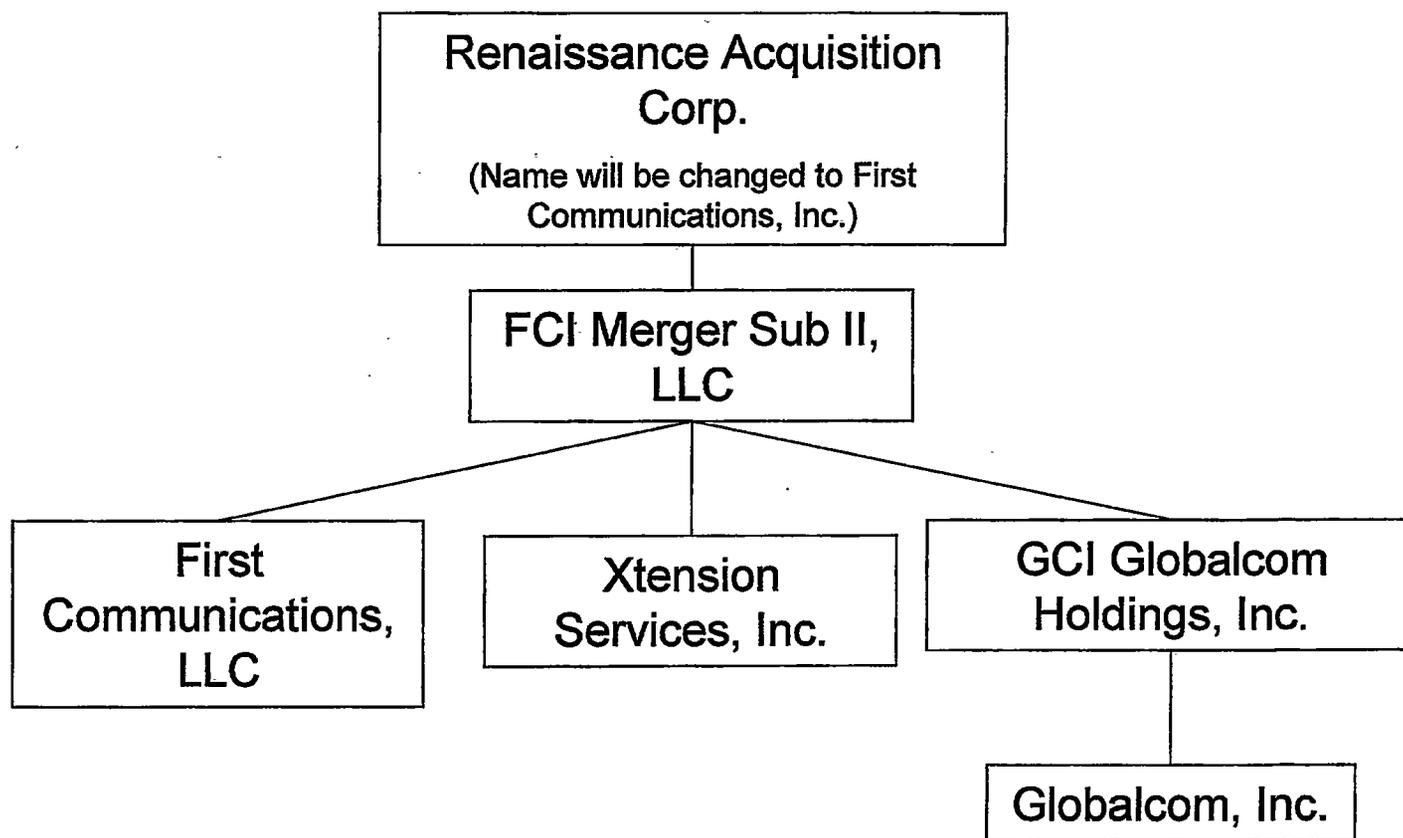
EXHIBIT A

Pre- and Post- Transaction Illustrative Charts

Pre-Transaction Illustrative Organization Chart



Post-Transaction Illustrative Organization Chart



Verifications

STATE OF OHIO
CITY OF AKRON

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VERIFICATION

I, Joseph R. Morris, state that I am Chief Operating Officer of First Communications, Inc., the parent of First Communications, LLC and Xtension Services, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to First Communications, Inc. 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 September, 2008.



Joseph R. Morris
Chief Operating Officer
First Communications, Inc.

FCC

STATE OF FLORIDA

§
§

CITY OF POMPANO BEACH

§

VERIFICATION

I, Barry Florescue, state that I am Chairman and Chief Executive Officer of Renaissance Acquisition Corp.; that I am authorized to make this Verification on behalf of Renaissance Acquisition Corp.; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Renaissance Acquisition Corp. 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 September, 2008.


Barry Florescue
Chairman and Chief Executive Officer
Renaissance Acquisition Corp.

FCC