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November 13, 2012

Via Overnight Courier

Patricia Van Gerpen, Executive Director
South Dakota Public Utilities Commission
Capitol Building
500 East Capitol Avenue
Pierre, South Dakota 57501-5070

RECEIVED

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**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION**

Re: Notification Regarding Transfer of Control of First Communications, LLC

Dear Ms. Van Gerpen:

First Communications, LLC ("FCL" or "Licensee") and Summit Data Services, Inc. ("Summit" and, together with Licensee, "Parties"), by their undersigned counsel, respectfully provide notice to the Commission about the transfer of control of Licensee to Summit, a company newly formed for the purposes of completing the Transaction by current and former management of Licensee ("Transaction").

It is the Parties understanding that Commission approval is not required to complete the Transaction described herein. Accordingly, the Parties submit this letter for informational purposes only to ensure the continuing accuracy of the Commission's records.

In support, the Parties state as follows:

Description of the Parties

A. First Communications, Inc. and First Communications, LLC

First Communications, Inc. ("FCI") is a Delaware corporation located at 3340 West Market Street, Akron, Ohio 44333. FCI is a holding company that operates a business services group of carriers comprised of Licensee, Globalcom, Inc. and Xtension Services, Inc. that offer data and switched voices services in 49 states.

FCL, an Ohio limited liability company, is authorized in South Dakota to provide interexchange telecommunications services pursuant to authorization granted in Docket No. TC06-147 on October 31, 2006. Further information regarding FCL and the services it provides has previously been submitted to the Commission and is therefore a matter of public record, and the Parties request that it be incorporated herein by reference.

B. Summit Data Services, Inc.

Summit is a newly formed Ohio corporation formed for the purposes of this Transaction with offices located at 3421 Ridgewood Road, Suite 125, Akron, Ohio 44333. Summit's owners are Joseph R. Morris, Mark Sollenberger, and Sandi R. Murphy. Mr. Morris was

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

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an officer of FCI since 1998, most recently serving as the President of FCI and Licensee until June 30, 2012. Mr. Sollenberger is the Chief Financial Officer of FCI and Licensee, and Ms. Murphy is the Senior Vice President and General Counsel of FCI and Licensee.

Summit has the managerial, technical, and financial qualifications to acquire control of Licensee. In addition to the management experience of Summit's owners, other well-qualified management and operations personnel of Licensee will remain with the company following consummation of the Transaction, thereby assuring continuity of existing operations. Biographies of Summit's owners and of Licensee's senior management are attached hereto as Exhibit A.

Contacts

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

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With copies to:

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First Communications, LLC
3340 West Market Street
Akron, OH 44333
Tel: (330) 835-2664
Fax: (330) 835-2655
Email: smurphy@firstcomm.com

Description of the Transaction

Summit will acquire control of Licensee by acquiring from FCI 100 percent of the membership interests of FCL, 100 percent of the shares of Xtension Services, Inc., and 100 percent of the shares of First Global Telecom, Inc., the direct parent of Globalcom, Inc., for a cash purchase price of \$30 million and assumption of certain liabilities. As a result, Licensee will become a wholly-owned subsidiary of Summit. For the Commission's convenience, pre- and post-Transaction illustrative charts are provided as Exhibit B.

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Immediately following consummation of the Transaction, Licensee will be owned by Summit but otherwise the Transaction will be seamless and virtually transparent to customers of Licensee. Licensee will continue to offer service with no immediate change in the name of the company, or its rates or terms and conditions of service.

Public Interest Considerations

The Parties submit that the Transaction described herein will serve the public interest. Licensee will continue to provide competitive and innovative products and services following the Transaction. There will be no adverse effect on competition as no existing or potential competitors will be eliminated as a result of the Transaction. Instead, the Licensee will continue to provide service to its customers, furthering the Commission's policies favoring competition and diversity of services.

The Transaction will be conducted in a manner that will be transparent to customers of the Licensee. As noted above, Licensee's management will continue to be actively involved in ongoing management and operations. The Transaction will not result in a change of carrier for customers or any assignment of authorizations. In addition, the Licensee will continue to provide high-quality communications services to its customers without interruption and without immediate change in rates, terms or conditions. Accordingly, the Transaction will be 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 ten (10) copies of this filing are enclosed. Please date-stamp the extra copy and return it in the envelope provided. Please do not hesitate to contact us if you have any questions.

Respectfully submitted,



Jean L. Kiddoo
Danielle Burt

Counsel for Parties

LIST OF EXHIBITS

Exhibit A Management Biographies

Exhibit B Illustrative Pre- and Post-Transaction Charts

EXHIBIT A

Management Biographies

Joseph R. Morris

Joseph Morris was an officer of First Communications from 1998 through June 30, 2012, most recently serving as the President with responsibility for overseeing all legal affairs and setting regulatory and business development strategy and direction for the company. Over 14 years, Joe held leadership positions in every department of the company and was the lead participant in the identification, negotiation and integration of nine acquisitions between 2004 and 2012. Prior to joining First Communications, Joe was an attorney with Roetzel & Andress LPA, where his practice focused on public, corporate and international law. Joe studied economics at Queens University of Belfast and received a bachelor's degree from Franciscan University as well as a juris doctorate, cum laude, from The University of Akron.

Raymond Hexamer

Raymond Hexamer is Chief Executive Officer of First Communications. Prior to joining the company in 2005, Ray was President and General Manager of WHBC Radio and was involved in all aspects of the business, including on-air, sales, finance and management. Ray also was part of the investment group and CEO of SkyLAN, a wireless Internet provider, whose assets were acquired by First Communications. Radio Ink Magazine named Ray as one of the top five president/general managers nationally in 2002 and as one of the top seven in 2003. Ray is involved in numerous community boards and was the 2001 General Chairman of the Professional Football Hall of Fame Festival. Ray received a bachelor's degree in business administration from the University of Akron.

Mark Sollenberger

Mark Sollenberger is Chief Financial Officer of First Communications. Prior to joining First Communications, Mark served as Vice President of Finance for Resolve Corporation, a \$400 million publicly held Canadian business process outsourcing company, where he was instrumental in taking the company public in 2006. Mark previously held the position of Director of Finance at Allen Telecom, a \$500 million publicly held international manufacturer and distributor of wireless telecommunications equipment and services. Mark received a bachelor's degree in business administration from Bowling Green State University and a master's degree in business administration from Kent State University.

Sandi Murphy

Sandi Murphy is Senior Vice President, General Counsel and Secretary of First Communications. Prior to joining First Communications, Sandi was an attorney for The Goodyear Tire & Rubber Company and served as Chief Administrative Office, General Counsel and Secretary of ProCare Automotive. Before transitioning to in-house counsel, Sandi was a partner with Benesch Friedlander and then of-counsel at Jones Day, with practices focusing on corporate, mergers and acquisitions and securities law. She has served as an officer, director and active member of various community organizations. Sandi received a bachelor's degree, summa cum laude, from Kent State University and a juris doctorate from Vanderbilt University School of Law.

Jessica Newman

Jessica Newman is Chief Operating Officer of First Communications. Prior to joining First Communications, Jessica held numerous executive-level management positions, including Chief Executive Officer of Acceris Management and Acquisition LLC and Chief Executive and Operating Officer of New Access Communications LLC. During her tenure at New Access Communications, Jessica was responsible for integrating several acquisitions, enabling the company to increase revenues with minimal operational costs. Previously, Jessica served as Vice President, Compliance, at the AV Group Inc., where she was primarily responsible for managing policy and procedure for Personnel, Sales and Finance, as well as acquiring new ventures. From 1989 to 1998, Jessica owned a small retail chain, which increased in revenue by 400 percent in the first five years. Jessica currently serves as a director of the Marilou Newman Foundation, a nonprofit organization that supports the Methodist Hospital Foundation.

Jay Martin

Jay Martin is Vice President of Marketing and Product Management of First Communications. Prior to joining First Communications, Jay served as Vice President of Offer management at Level 3 Communications, where his department was responsible for providing pricing support for a nationwide enterprise sales organization, including a \$30 million capital budget for the sale and construction of fiber-based services. He joined Level 3 Communications through its acquisition of TelCove, where he served as Vice President of Integrations and Planning and led the Product Delivery and Management organization. During his tenure at TelCove, Jay's organization developed and managed a variety of services designed to leverage an extensive metro and long-haul fiber network, including DWDM, SONET, Ethernet, MPLS and IP-based services. Jay began his career at Sprint, where he served 12 years in a variety of finance, marketing and product management positions. Jay holds a bachelor's and a master's degree in business administration from The Ohio State University.

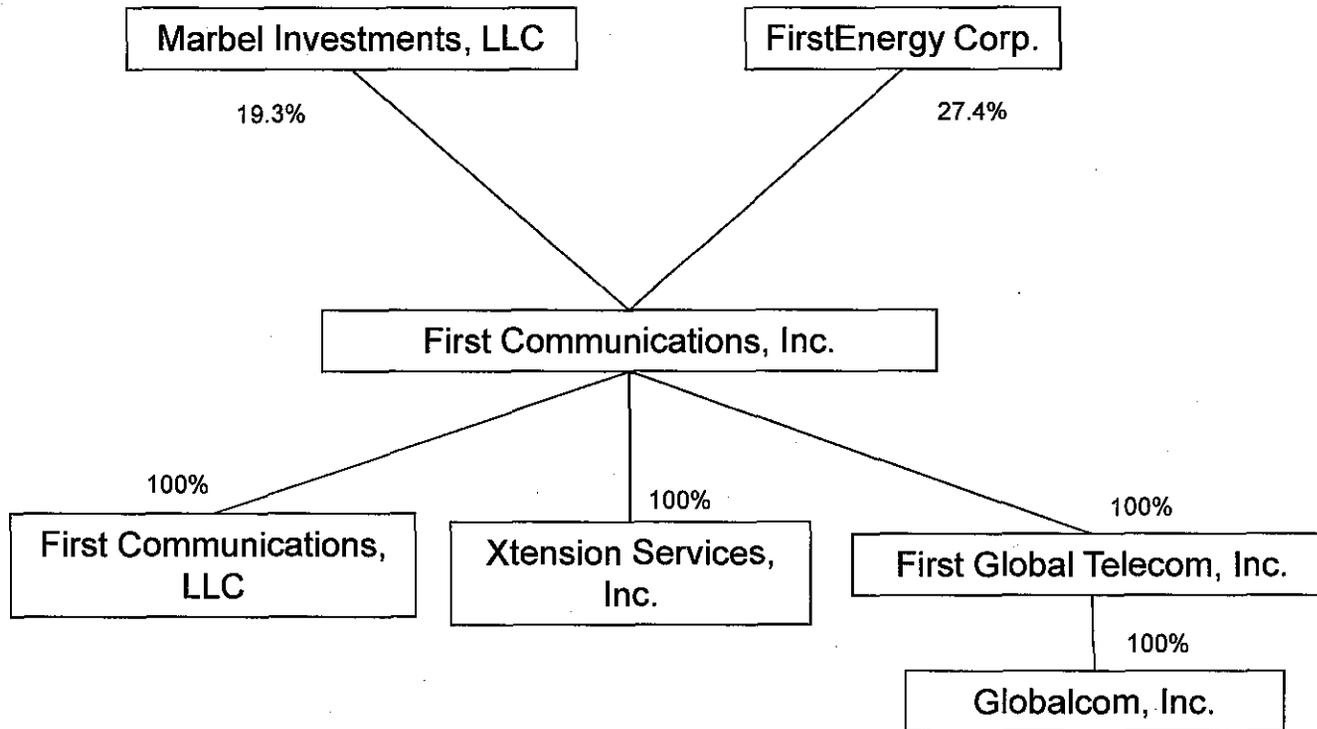
Jamie Rowlands

Jamie Rowland is Senior Vice President of Sales of First Communications. Jamie joined First Communications in 2002 and is responsible for all Sales Channels and Revenue Growth for the Business Services Group, including Customer Retention, New Sale Revenue, and Margin growth. Jamie has 25 years of business experience, specifically in the disciplines of Sales Management and Business and Consumer Marketing. Jamie holds an MBA from The Ohio State University, and B.S. in Business Administration from Miami University. Prior to joining First Communications, he held the position of major Accounts Manager at Sprint for 4+ years. Jamie has held various Sales and Marketing Management positions at FirstEnergy from 1987 through 1999, including Director of National Sales.

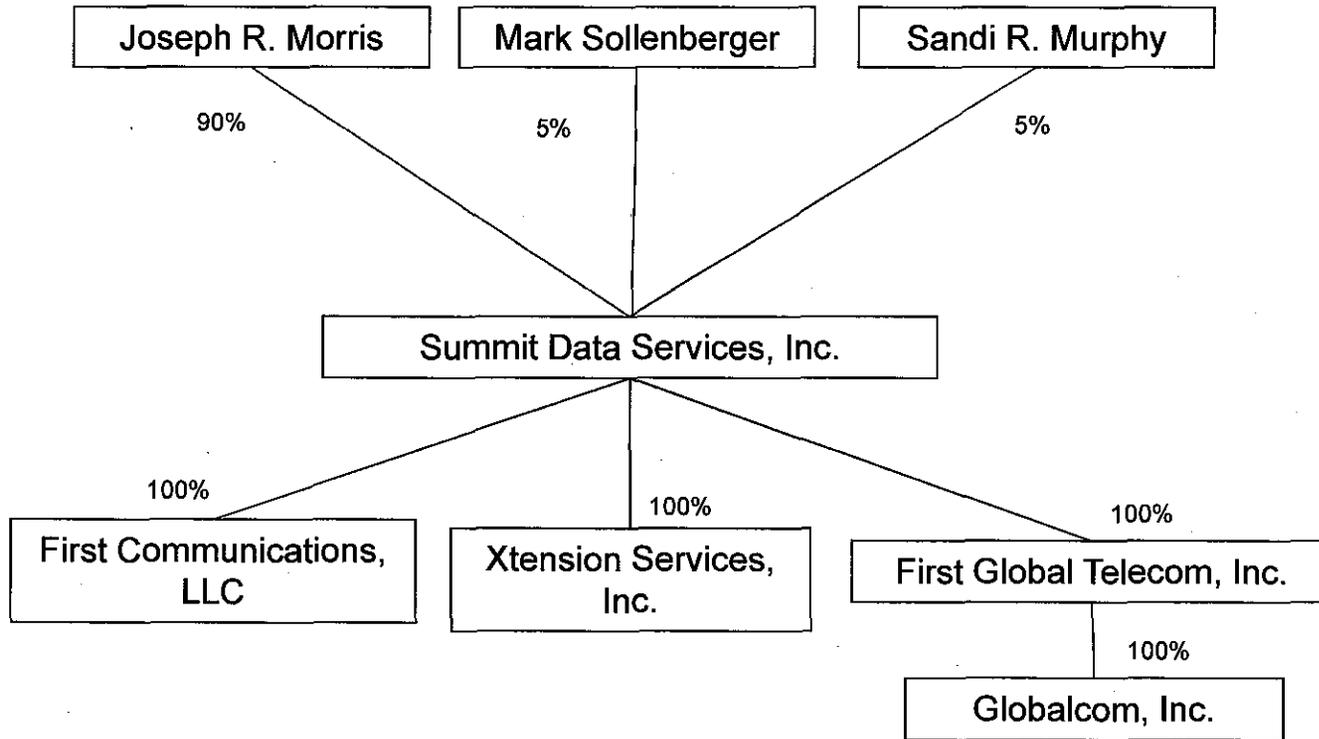
EXHIBIT B

Illustrative Pre- and Post-Transaction Charts

Pre-Transaction Illustrative Chart



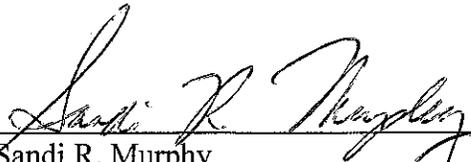
Post-Transaction Illustrative Chart



VERIFICATION

I, Sandi R. Murphy, state that I am Senior Vice President and General Counsel of First Communications, Inc. and its subsidiaries; 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 12 day of November, 2012.

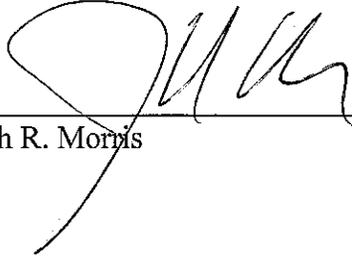


Sandi R. Murphy
Senior Vice President and General Counsel

VERIFICATION

I, Joseph R. Morris, state that that I am authorized to make this Verification on behalf of Summit Data Services, Inc.; 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 12 day of November, 2012.



Joseph R. Morris