

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of the Joint Application of)	
)	
)	
Comcast Phone, LLC, Comcast Phone II, LLC)	File No. ITC-ASG-2015_____
Comcast Phone of Michigan, LLC, and)	
Comcast Business Communications, LLC)	
Assignors)	WC Docket No. 15-_____
)	
and)	
)	
First Communications, LLC,)	
Assignee)	
)	
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 an)	
Assignment of Assets of an Authorized)	
Domestic and International Section 214 Carrier)	

JOINT APPLICATION

I. INTRODUCTION

A. Summary of Transaction

Comcast Phone, LLC, Comcast Phone II, LLC, Comcast Phone of Michigan, LLC and Comcast Business Communications, LLC, on behalf of themselves and their wholly owned subsidiaries listed in Exhibit A, (collectively, the “Comcast Phone Affiliates,” or “Assignors”) and First Communications, LLC (“First Communications” or “Assignee”) (together, the “Applicants”), 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, respectfully request authority to assign certain interstate and international telecommunications customers and assets of the Assignors to First Communications. The specific assets that First

Communications is acquiring are those that were formerly owned by CIMCO Communications, which Assignors acquired in 2010, and have been operating since under the trade name, “CIMCO, A Division of Comcast Business Services.”¹

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 and 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 also served by a dominant local exchange carrier not 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:

¹ *Applications Filed for the Acquisition of Certain Assets of CIMCO Communications, Inc. by Comcast Phone LLC, Comcast Phone of Michigan, LLC and Comcast Business Communications, LLC*, Memorandum Opinion and Order and Order on Reconsideration, 25 FCC Rcd 3401 (2010).

II. DESCRIPTION OF THE APPLICANTS

A. Comcast Phone Affiliates

The Comcast Phone Affiliates are wholly-owned subsidiaries of Comcast Corporation. Subsidiaries of the Comcast Phone Affiliates are local exchange and interexchange carriers operating in each of the states identified herein and in Exhibit A, below. The following hold international Section 214 authority: Comcast Phone, LLC – global resale (FCC File No. ITC-214-19970801-00449); Comcast Phone II, LLC – global resale (FCC File No. ITC-214-20040116-00017); Comcast Business Communications, LLC – limited global resale (FCC File Nos. ITC-214-19961122-00593 and ITC-214-19961122-00591); Comcast Phone of Michigan, LLC – global or limited global facilities-based and global or limited global resale (FCC File No. ITC-214-20031017-00480).²

The following are competitive local exchange carriers that offer domestic interstate telecommunications services pursuant to 47 C.F.R. § 63.01(a) and their own or the blanket domestic Section 214 authority of their respective legal entity parent in the state in the entity's title or as otherwise indicated: Comcast Phone of Alabama, LLC; Comcast Phone of Arizona, LLC; Comcast Phone of Arkansas, LLC; Comcast Phone of California, LLC; Comcast Phone of Colorado, LLC; Comcast Phone of Connecticut, Inc.; Comcast Phone of Delaware, LLC; Comcast Phone of D.C., LLC; Comcast Phone of Florida, LLC; Comcast Phone of Georgia, LLC; Comcast Phone of Illinois, LLC; Comcast Phone of Central Indiana, LLC; Comcast Phone of Kansas, LLC; Comcast Phone of Kentucky, LLC; Comcast Phone of Louisiana, LLC;

² The following also hold international Section 214 authority but operate pursuant to the authority of their respective corporate parents: Comcast Phone of California, LLC – global resale (FCC File No. ITC-214-19970801-00451); Comcast Phone of Illinois, LLC – global resale (FCC File No. ITC-214-19970801-00447); and Comcast Phone of Texas, LLC – global resale (FCC File No. ITC-214-19970805-00468).

Comcast Phone of Maine, LLC; Comcast Phone of Northern Maryland, Inc.; Comcast Phone of Massachusetts, Inc.; Comcast Phone of Michigan, LLC; Comcast Phone of Minnesota, Inc.; Comcast Phone of Mississippi, LLC; Comcast Phone of Missouri, LLC; Comcast Phone of New Hampshire, LLC; Comcast Business Communications, Inc. (New Jersey); Comcast Phone of New Mexico, LLC; Comcast Phone of New York, LLC; Comcast Phone of Ohio, LLC; Comcast Phone of Oregon, LLC; Comcast Phone of Pennsylvania, LLC; Comcast Phone of South Carolina, Inc.; Comcast Phone of Tennessee, LLC; Comcast Phone of Texas, LLC; Comcast Phone of Utah, LLC; Comcast Phone of Vermont, LLC; Comcast Phone of Virginia, LLC; Comcast Phone of Washington, LLC; Comcast Phone of West Virginia, LLC; and Comcast Phone of Wisconsin, LLC. .

In addition, certain subsidiaries of Assignors provide resold circuit-switched voice service to CIMCO customers in Illinois, Indiana, Michigan, Ohio, and Wisconsin, with Comcast Phone of Illinois also providing local exchange service to CIMCO customers in the metropolitan Chicago area by leasing unbundled network element (“UNE”) loops from the incumbent service provider. The following entities also possess resale interexchange authority in their respective states: Comcast Phone of Iowa, LLC; Comcast Phone of Nebraska, LLC; Comcast Phone of Nevada, LLC; Comcast Phone of North Carolina, LLC; Comcast Phone of Oklahoma, LLC; and Comcast Phone of Rhode Island, LLC.

B. First Communications, LLC

First Communications is a leading technology solutions provider offering data networking, voice, and managed services. Founded in 1998, First Communications is an Ohio limited liability company with its principal office located at 3340 West Market Street, Akron, Ohio 44333. First Communications is a wholly owned subsidiary of Summit Data Services

(“Summit”), an Ohio corporation. First Communications’ operations are overseen by a well-qualified management team with substantial experience and technical expertise.

First Communications provides local, private line, and/or long distance services to both business and residential customers in 49 states and the District of Columbia. First Communications holds blanket domestic Section 214 authority and international Section 214 authority ITC-214-19951215-00030 granted in File No. ITC-ASG-20011001-00509. First Communications is also affiliated with Xtension Services, Inc., a Delaware corporation that holds international Section 214 authority granted in File No. ITC-214-20010305-00116 and holds blanket domestic Section 214.

III. DESCRIPTION OF THE TRANSACTION

Pursuant to an Asset Purchase Agreement entered into as of November 17, 2015, Applicants propose to assign certain domestic and international telecommunications assets, including telephone service customer accounts and related data, databases, and customer records needed to support the provision of interstate, interexchange and international telecommunications services to those customers (“Customers”), from the Comcast Phone Affiliates to First Communications. As noted above, the specific assets that First Communications is acquiring are those that were formerly owned by CIMCO Communications, and which have since served under the trade name, “CIMCO, a Division of Comcast Business Services.” As a result of the assignment, First Communications will become the new service provider to the former CIMCO Customers. First Communications will offer domestic interstate services to such Customers pursuant to its blanket 214 authority and will offer international services pursuant to its international Section 214 authorization. All of the Comcast affiliates

identified herein will retain their Section 214 and other federal and state authorizations and will continue to offer services to other customers pursuant to those authorities.

Immediately following the proposed transaction, the Customers will receive service from First Communications at the same rates, terms and conditions as they currently receive. Future changes in the rates, terms and conditions of service for Customers will be undertaken pursuant to applicable federal and state notice and tariff requirements.

IV. PUBLIC INTEREST STATEMENT

The proposed transaction will serve the public interest. The proposed transaction will ensure that Customers continue to receive high-quality telecommunications service without interruption from an experienced and qualified carrier eager to serve this segment of the market. The proposed transaction also will assure an orderly transition of Customers from Comcast to First Communications. In accordance with the Commission's rules, Customers will be properly notified of the proposed transaction and the change in their telecommunications provider. Prior to consummation of the transaction, First Communications will separately file a certification that it is complying with the Commission's procedures set forth in Section 64.1120(e) of the Commission's Rules regarding the acquisition of customers, along with the sample customer notification letter.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(3) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

63.18 (a) Name, address and telephone number of each Applicant:

Assignor: Comcast Phone Affiliates (see Exhibit A)
One Comcast Center
Philadelphia, PA 19103

(215) 286-1700

Assignee: First Communications, LLC
3340 West Market Street
Akron, Ohio 44333
(330) 835-2323

FRN: 0003764487

63.18 (b) Jurisdiction of Organizations:

Assignor: The Comcast Phone Affiliates provide services and are organized under the laws of the states indicated in Exhibit A.

Assignee: First Communications is a limited liability company organized under the laws of Ohio.

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

For Comcast:

Michael Sloan
DAVIS WRIGHT TREMAINE LLP
1919 Pennsylvania Ave NW, Suite 800
Washington, DC 20006
Tel: (202) 973-4227
Fax: (202) 973-4499
michaelsloan@dwt.com

With copies to:
Richard Chapkis
Assistant General Counsel—Regulatory Affairs
Comcast Cable Communications, LLC
One Comcast Center, 50th Floor
Philadelphia, PA 19103
Tel: 215.286.5237
Richard_chapkis@comcast.com

For First Communications:

Catherine Wang
Danielle Burt
MORGAN, LEWIS & BOCKIUS LLP
2020 K Street, N.W.
Washington, DC 20006
Tel: (202) 373-6000
Fax: (202) 373-6001
catherine.wang@morganlewis.com
danielle.burt@morganlewis.com

With copies to:
Sandi R. Murphy
SVP and General Counsel
FIRST COMMUNICATIONS, LLC
3340 West Market Street
Akron, OH 44333
(330) 835-2664
smurphy@FirstCommunications.com

63.18 (d) Section 214 Authorizations

Assignor: The Comcast Phone Affiliates are authorized to provide domestic interstate services pursuant to blanket domestic Section 214 authority. In addition, they are authorized to provide international services pursuant to the following:

- Comcast Phone, LLC, Global Resale (File No. ITC-214-19970801-00449);
- Comcast Phone II. LLC, Global Resale (FCC File No. ITC-214-20040116-00017)
- Comcast Phone of Michigan, LLC, Global or Limited Global Facilities-Based (File No. ITC-214-20031017-00480);
- Comcast Business Communications, LLC, Limited Global Resale (File No. ITC-214-19961122-00593)

Assignee: First Communications holds international Section 214 authority (ITC-214-19951215-00030) granted in File No. ITC-ASG-20011001-00509 and is authorized to provide domestic interstate services pursuant to blanket domestic Section 214 authority.

63.18 (h) Ownership³

Assignor

Comcast Corporation is a publicly traded corporation with stock that is widely held by members of the public. No individual or entity holds, directly or indirectly, a ten percent or greater equity interest in Comcast Corporation. Brian L. Roberts, Comcast's Chairman and Chief Executive Officer, has or is attributed with the power to vote stock that represents approximately 33-1/3 percent of the voting power of Comcast's voting common stock. Mr. Roberts's voting interest is held primarily through his control of BRCC Holdings LLC, a Delaware limited liability company of which he is the sole Manager. No other individual or entity has or is attributed with, directly or indirectly, a ten percent or greater voting interest in Comcast Corporation. In addition, Comcast Corporation does not have any interlocking directorates with a foreign carrier.

³ 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.

Assignee

The following individuals hold, directly or indirectly, a 10% or greater interest in First Communications as calculated pursuant to the Commission's ownership rules for wireline and international telecommunications carriers:

Name: Summit Data Services, Inc.
Address: 3421 Ridgewood Road, Suite 125
Akron, Ohio 44333
Citizenship: U.S.
Ownership: 100%
Principal Business: Holding Company

Name: Joseph R. Morris
Address: 3421 Ridgewood Road
Akron, OH 44333
Citizenship: U.S.
Ownership: 90% voting / 52.5% equity in Summit Data Services
Principal Business: Individual

Name: Robert Clark
Address: 3421 Ridgewood Road
Akron, OH 44333
Citizenship: U.S.
Ownership: 37.5% non-voting equity in Summit Data Services
Principal Business: Individual

There are no officers or directors of First Communications who also serve as an officer of 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 Assignor or Assignee, or that controls Assignor or Assignee, 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 Assignor or Assignee 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 provides competitive telecommunications services in the District of Columbia and every state except Alaska. First Communications is also affiliated with Xtension Services, Inc., which provides competitive telecommunications services in California, Colorado, Florida, Illinois, Iowa, Kansas, Michigan, Nevada, New Jersey, New York, North Carolina, Pennsylvania, Texas, Utah, Virginia and Washington. All of the services of First

Communications and Xtension are competitive and neither First Communications nor any affiliate holds a dominant position in any market.

The Comcast Phone Affiliates are authorized to provide interstate and intrastate telecommunications services in the following 38 states (including the District of Columbia): Alabama, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, the District of Columbia, Florida, Georgia, Illinois, Indiana, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, New Hampshire, New Jersey, New Mexico, New York, Ohio, Oregon, Pennsylvania, South Carolina, Tennessee, Texas, Utah, Vermont, Virginia, West Virginia, Washington, and Wisconsin. The services provided in these areas are described above. Comcast subsidiaries are also authorized to provide resold interexchange telecommunications service in Idaho, Iowa, Montana, Nebraska, Nevada, North Carolina, North Dakota, Oklahoma, Rhode Island, and South Dakota.

- (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. Applicants therefore respectfully request that the Commission consider and approve this Application expeditiously to permit Applicants to consummate the proposed transaction as soon as possible.

Respectfully submitted,

/s/ Michael Sloan

/s/ Catherine Wang

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Tel: (202) 373-6000
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catherine.wang@morganlewis.com
danielle.burt@morganlewis.com

Counsel for First Communications, LLC

Dated: November 25, 2015

EXHIBIT A

Comcast Phone Affiliates *

Comcast Phone of Alabama, LLC[†]
Comcast Phone of Arizona, LLC[†]
Comcast Phone of California, LLC – FRN 0006759138
Comcast Phone of Colorado, LLC -- FRN 0008598526
Comcast Phone of Connecticut, Inc. (Colorado) -- FRN 0006759229
Comcast Phone of Florida, LLC -- FRN 0008504268
Comcast Phone of Georgia, LLC (Colorado) -- FRN 0008504300
Comcast Phone of Illinois, LLC -- FRN 0006759419
Comcast Phone of Central Indiana, LLC[†]
Comcast Phone of Iowa, LLC
Comcast Phone of Kansas, LLC[†]
Comcast Phone of Kentucky, LLC[†]
Comcast Phone of Louisiana, LLC
Comcast Phone of Northern Maryland, Inc. (Maryland) -- FRN 0003778131
Comcast Phone of Massachusetts, Inc. -- FRN 0008504367
Comcast Phone of Michigan, LLC -- FRN 0006638423
Comcast Phone of Minnesota, Inc. -- FRN 0008504474
Comcast Phone of Mississippi, LLC[†]
Comcast Phone of Missouri, LLC[†]
Comcast Phone of Montana, LLC
Comcast Phone of Nebraska, LLC
Comcast Phone of Nevada, LLC
Comcast Phone of New Hampshire, LLC -- FRN 0008504599
Comcast Business Communications, Inc. (provides service in New Jersey; organized in PA) --
FRN 0004321725
Comcast Phone of New York, LLC – FRN 0014803407, FRN 0015453160
Comcast Phone of North Carolina, LLC
Comcast Phone of North Dakota, LLC
Comcast Phone of Ohio, LLC -- FRN 0008504722
Comcast Phone of Oklahoma, LLC
Comcast Phone of Oregon, LLC -- FRN 0008504797
Comcast Phone of Pennsylvania, LLC -- FRN 0008504862
Comcast Phone of Rhode Island, LLC
Comcast Phone of South Carolina, Inc. [†] (SC)
Comcast Phone of Tennessee, LLC[†]
Comcast Phone of Texas, LLC -- FRN 0006759310
Comcast Phone of Utah, LLC -- FRN 0008598575
Comcast Business Communications of Virginia, LLC (VA) -- FRN 0008487811
Comcast Phone of Washington, LLC -- FRN 0008598583
Comcast Phone of West Virginia, LLC -- FRN 0008598641
Comcast Phone of Wisconsin, LLC[†]

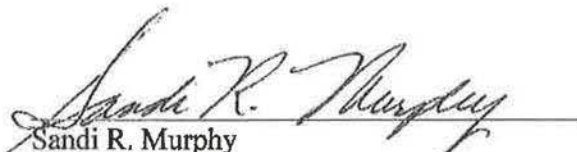
*All entities organized in Delaware except as indicated otherwise.

† Wholly owned subsidiary of Comcast Phone II, LLC – FRN 0011306958

VERIFICATION

I, Sandi R. Murphy, state that I am Senior Vice President and General Counsel of First Communications, LLC; that I am authorized to make this Verification on behalf of First Communications, LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding First Communications, LLC 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 25th day of November, 2015.


Sandi R. Murphy
Senior Vice President and General Counsel
First Communications, LLC

VERIFICATION

I, Brian A. Rankin, state that I am the Vice President, Senior Deputy General Counsel of Comcast Corporation; that I am authorized to make this Verification on behalf of Comcast Phone, LLC, Comcast Phone II, LLC, Comcast Phone of Michigan, LLC and Comcast Business Communications, LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Company and its affiliates 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 25th day of November 2015.

A handwritten signature in cursive script that reads "Brian A. Rankin". The signature is written in black ink and is positioned centrally on the page.