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December 8, 2004

**BY HAND AND ECFS**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
Office of the Secretary  
445 12th Street, SW  
Washington, DC 20554

**RECEIVED**

DEC - 8 2004

Federal Communications Commission  
Office of Secretary

Re: First Communications LLC  
Application for Consent to Transfer of Control  
WC Docket No. 04-422  
IB File No. ITC-T/C-20041123-00467

Dear Ms. Dortch:

On November 23, 2004, FirstEnergy Corp. ("FirstEnergy") and McKinley Communications, LLC ("McKinley") (collectively, the "Applicants") filed the above-captioned application for authority pursuant to Section 214 of the Communications Act for the transfer of control of First Communications LLC ("First") from FirstEnergy to McKinley. The Wireless Competition Bureau placed the application on public notice on November 30, 2004 (DA 04-3790); to the best of undersigned counsel's belief, the International Bureau has not yet placed the application on public notice. By this letter, the Applicants make a minor amendment to the application, as follows.

In the Application, the Applicants stated that FirstEnergy would sell to McKinley a 51 percent membership interest in First for \$18 million, subject to certain subsequent adjustments. After closing, McKinley would hold a 51 percent ownership interest in First, while FirstEnergy would hold a 14 percent ownership interest. The ownership interest of the remaining shareholder, Boich Investment Group, Ltd. ("Boich"), would remain unchanged.

Following further discussion among the Applicants and Boich, the parties have decided that a portion of McKinley's ownership interest will come from Boich, and thus that

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Boich will sell a portion of its ownership interest to McKinley. McKinley will still have a 51 percent ownership interest in First after closing, but that ownership interest will reflect a purchase of a 17.85 percent ownership interest from Boich, and a purchase of a 33.15 percent ownership interest from FirstEnergy. Thus, after closing, Boich will hold a 17.15 percent ownership interest, FirstEnergy will hold a 31.85 percent ownership interest, and McKinley will hold a 51 percent ownership interest. The purchase price of the total 51 percent ownership interest remains the same -- \$18 million.

The Applicants believe that this change in the ownership structure is a minor amendment to their Application. The fundamental change of control proposed in the Application – from FirstEnergy to McKinley – remains unchanged, as does the purchase price of the ownership interest and the percentage of ownership interest (51 percent) that McKinley will hold post-close. The only change is in the percentages of ownership interests to be held by the minority shareholders after closing: FirstEnergy will hold slightly more than originally proposed and Boich will hold slightly less. Regardless, both FirstEnergy and Boich will be minority, non-controlling shareholders post-close as originally proposed. As such, the Applicants ask WCB to find that there is no cause to reissue the public notice and restart the comment period.

For the convenience of the Commission, the Applicants restate their response to item (h) of Section 63.24(e) of the Commission's Rules to reflect the revised ownership interests post-close:

(h) Following consummation of the proposed transaction, the following entities will hold a 10 percent or greater equity interest in First:

(1) McKinley:

McKinley Communications, LLC  
134 Sixth Street S.W.  
Canton, Ohio 44702  
Citizenship: U.S.  
Principal business: investment  
Percent Equity: 51 percent

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Marbel Investments, LLC holds an 80 percent ownership interest in and control of McKinley and thus will hold a 51 percent ownership interest in First following consummation of the proposed transaction. Marbel is a U.S. citizen whose address is the same as McKinley and whose principal business is investments. Marbel is owned in equal shares by Marsh Belden, Timothy Belden, Susan Belden, and Katherine Belden. The Beldens are U.S. citizens whose principal business is investments and whose address is the same as McKinley. The Beldens govern Marbel by majority rule.

No other shareholder in McKinley holds a 10 percent or greater ownership interest in First under the FCC's ownership attribution rules.

(2) FirstEnergy:

FirstEnergy Corp.  
76 S. Main Street  
Suite 1600  
Akron, Ohio 44308  
Citizenship: U.S.  
Principal business: energy  
Percent Equity: 31.85 percent

No shareholder in FirstEnergy holds a 10 percent or greater ownership interest in First under the FCC's ownership attribution rules.

(3) Boich:

Boich Investment Group, Ltd.  
17 S. High Street  
Suite 1220  
Columbus, Ohio 43215-3413  
Citizenship: U.S.  
Principal business: coal  
Percent Equity: 17.15 percent

Wayne Boich, Sr. holds 100 percent of the ownership interest in Boich and thus a 35 percent ownership interest in First under the FCC's ownership attribution rules. Mr. Boich is a U.S. citizen whose principal business is coal and whose address is the same as the Boich Investment Group.

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McKinley states that following consummation of the transaction, no officer or director of First will also be an officer or director of any foreign carrier.

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Please contact the undersigned counsel if you have any questions regarding this amendment.

Sincerely,



Joan M. Griffin

cc: David Krech  
Terri Natoli