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September 30, 2011

***Via Electronic Filing***

Marlene H. Dortch, Secretary  
Federal Communications Commission  
International Bureau Applications  
P.O. Box 979093  
St. Louis, MO 63197-9700

**Re: In the Matter of the Joint Application of El Paso Corporation, Genesis Park GP Company, LLC, First Communications, Inc. (“Transferors”) and Gores AC Holdings, LLC (“Transferee”) for Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended, to Complete a Transfer of Control of Authorized International 214 Carriers**

Dear Ms. Dortch:

On behalf of El Paso Corporation (“El Paso”), Genesis Park GP Company, LLC, (“Genesis Park”), First Communications, Inc. (“FCI”) and Gores AC Holdings, LLC (“Gores”), enclosed please find an application for approval of the transfer of control of Alpheus Communications, L.P. and Alpheus Data Services, LLC (collectively, the “Alpheus Operating Companies”) and transfer of control of First Communications, LLC, Globalcom, Inc., First Telecom Services, LLC and Xtension Services, Inc. (collectively, the “FCI Operating Companies” and together with the Alpheus Operating Companies, the “Licensees”), to Gores.

Pursuant to Section 63.04(b) of the Commission’s rules, Applicants submit this filing as a combined domestic section 214 assignment application and international section 214 assignment application (“Combined Application”).

This filing and the applicable credit card payment in the amount of \$1,050.00, for each of the international Section 214 authorization holders, which satisfies the filing fee required for this application under line 2.b of Section 1.1105 of the Commission’s rules, are being submitted electronically through the MyIBFS. Applicants are simultaneously filing the Application with the Wireline Competition Bureau, in accordance with the Commission’s rules.

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Marlene H. Dortch, Secretary  
September 30, 2011  
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Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,

A handwritten signature in black ink that reads "Danielle Burt" with a stylized flourish at the end.

Jean L. Kiddoo  
Joshua M. Bobeck  
Danielle C. Burt

Counsel for Alpheus Operating Companies and FCI Operating Companies



services, to Gores, an investment entity ultimately managed by The Gores Group, LLC (“The Gores Group”). Gores will acquire control of the Alpheus Operating Companies either (1) by acquiring the partnership interests in Alpheus pursuant to a Partnership Interest Purchase Agreement (“PIPA”) by and among the partners of Alpheus, Gores and Genesis Park, as Sellers’ Representative dated as of September 19, 2011, or (2) by assigning its purchase right pursuant to the PIPA to First Communications, Inc. (“FCI”) and then acquiring a controlling interest in FCI and, indirectly, FCI’s operating subsidiaries including, as of that time, the Alpheus Operating Companies.

FCC approval is also requested, 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, for the transfer of control of FCI’s operating subsidiaries, First Communications, LLC (“FCL”), Globalcom, Inc. (“Globalcom”), First Telecom Services, LLC (“FTS”), and Xtension Services, Inc. (“Xtension” and collectively with FCL, Globalcom, and FTS, the “FCI Operating Companies” and together with the Alpheus Operating Companies, “Licensees”) to Gores.<sup>1</sup> The Gores Group currently acts as managing member 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 will acquire control of FCI and, indirectly, the FCI 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.

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<sup>1</sup> FCI, Licensees and Gores are hereinafter referred to collectively as the “Applicants.”

The proposed transactions will result in a change in the ultimate ownership of the Licensees, although no assignment of authorizations, assets or customers will occur as an immediate consequence of the proposed transaction. Licensees will continue to provide service to their existing customers pursuant to their authorizations under the same rates, terms and conditions. Accordingly, these transactions will be transparent to the customers of Licensees.

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

**I. REQUEST FOR STREAMLINED PROCESSING**

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §§ 63.12(a)-(b). In particular, none of the exclusionary criteria set forth in Section 63.12(c) applies, as described more fully in Part V, below. Accordingly, this Joint Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's Rules.

**II. DESCRIPTION OF THE APPLICANTS**

**A. Genesis Park GP Company LLC**

Genesis Park is a Houston-based private equity firm with its principal offices at 2131 San Felipe, Houston, TX 77019. Genesis Park focuses on buyouts (LBO & MBO), partnering strategies with public corporations, and growth financings. Genesis Park tends to be Texas-centric in its portfolio investments because physical proximity and regional knowledge is a benefit to the growth of its investments.

**B. Alpheus Communications, L.P. and Alpheus Data Services, L.L.C.**

Alpheus is a limited partnership organized under the laws of Delaware, and its wholly-owned subsidiary, ADS, is a limited liability company, also organized under Delaware law. Alpheus and ADS have their principal office at 1301 Fannin St. 20th Floor, Houston, TX 77002.

Together, these companies are providers of telecommunications and data center services for enterprises and carriers throughout Texas. Alpheus has a competitive fiber backbone throughout metro Texas, with its network collocated in approximately 85% of AT&T Texas central offices in the largest cities in Texas (Austin, Dallas, Fort Worth, Houston, San Antonio, and Corpus Christi). Alpheus concentrates on offering wholesale hubbed and point-to-point service, at bandwidth speeds ranging from DS-1 to OC-192, Gigabit and Metro Ethernet and Managed Wavelengths, to other carriers, Internet Service Providers and enterprise customers. Alpheus delivers metro transport to end-user buildings, cell sites, carrier hotels, microwave relay points, and Wi-Fi hotspots under its blanket domestic Section 214 authorization and international Section 214 authority pursuant to FCC File No. ITC-214-20070420-00148. Alpheus' subsidiary, ADS, provides information and communications solutions for enterprises and governments alike. ADS serves enterprise customers, including those in the healthcare, energy, banking, IT and legal fields, pursuant to Section 63.21(h) of the Commission's Rules through a notification filed with the FCC on June 8, 2007.

Alpheus is a joint venture between El Paso Corporation ("El Paso") and Genesis Park. Genesis Park is the sole owner of Zipline, L.L.C. ("Zipline"), the general partner of Alpheus, and pre-transaction Genesis Park maintains a direct and indirect equity interest at approximately 47.26% interest of Alpheus and controls 2 of the 3 seats on the Board of Directors of Zipline. El Paso has an approximately 35.3% indirect equity interest in Alpheus, and controls one seat on the Board of Directors of Zipline.

Genesis Park's direct subsidiary Genesis Park Telecom Partners, L.P. ("GPTP"), is a limited partner of Alpheus which has an approximately 39.58% interest in Alpheus, and Genesis Park LP, an indirect subsidiary of Genesis Park, holds an approximately 7.16% direct interest in

Alpheus. Further, El Paso's wholly-owned subsidiary El Paso CGP Company, L.L.C. is a limited partner of Alpheus, with approximately 35.3% ownership of the equity in Alpheus. The remaining equity in Alpheus is held by individuals comprising Alpheus' Management and Zipline's Board, with no individual holding a 10% or greater interest.

**C. Gores AC Holdings, LLC**

Gores is a Delaware limited liability company with its principal office located at 10877 Wilshire Boulevard, 18th Floor, Los Angeles, California 90024. Gores is ultimately managed by The Gores Group, LLC ("The Gores Group") and its manager, Alec E. Gores. The Gores Group is a private investment firm whose investment focus includes opportunities in the technology and telecommunications sectors. The Gores Group has investment and oversight authority for the entities it manages, including Gores.

Gores is well-qualified managerially, technically and financially to own and control Licensees. 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. 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 Licensees. 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.

**D. First Communications, Inc. and the FCI Operating Companies**

FCI is a Delaware corporation located at 3340 West Market Street, Akron, Ohio 44333. FCI, through its operating subsidiaries FCL, Globalcom, FTS, 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 operates its communications business through operating subsidiaries, and therefore, does not directly hold any domestic or international Section 214 authority. Below is a brief description of each FCI operating subsidiary and its Section 214 authority:

First Communications, LLC is an Ohio limited liability company 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.

Globalcom, Inc. is an Illinois corporation that provides voice and data services primarily to small and medium sized business customers. Globalcom 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.

Xtension Services, Inc. is a Delaware corporation authorized to provide long distance telecommunications services in 13 states and resold 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.

First Telecom Services, LLC is an Ohio limited liability company authorized to provide intrastate telecommunications services in New York. First Telecom Services, LLC holds international Section 214 authority granted in File No. ITC-214-20100827-00347 and holds blanket domestic Section 214 authority.

### **III. DESCRIPTION OF THE TRANSACTIONS**

Pursuant to a Partnership Interest Purchase Agreement (“PIPA”) by and among the partners of Alpheus and Gores and Genesis Park, as Sellers’ Representative dated as of September 19, 2011, the partners of Alpheus intend to transfer all of their partnership interests in Alpheus to Gores. Gores will acquire control of the Alpheus Operating Companies either (1) by acquiring the partnership interests in Alpheus pursuant to the PIPA or (2) by assigning its



purchase right pursuant to the PIPA to FCI and then acquiring a controlling interest in FCI and, indirectly, FCI's Operating Companies including, at such time, the Alpheus Operating Companies. As a result, the Alpheus Operating Companies will become wholly-owned direct or indirect subsidiaries of Gores. Applicants therefore request authority for the transfer of control of the Alpheus Operating Companies to Gores.<sup>2</sup> For the Commission's convenience, pre- and post-transaction illustrative charts are provided as Exhibit A.

In addition, Gores intends to acquire control of FCI and indirectly, the FCI Operating Companies, by a combination of the exercise of the right to appoint a majority of the FCI 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. Accordingly, Petitioners seek authorization for the transfer of control of the FCI Operating Companies to Gores.

Immediately following the consummation of these proposed transactions, Licensees will continue to offer service with no change in the name of the companies, or their rates or terms and conditions of service. Therefore, the transfer of control of Licensees will be seamless and virtually transparent to customers of Licensees. If in the future Gores seeks to change the names of Licensees, it will do so in accordance with Commission's requirements applicable to such changes.

#### **IV. PUBLIC INTEREST STATEMENT**

Applicants submit that the transactions described herein will serve the public interest. Following consummation of the proposed transactions, Licensees will have access to the expanded managerial and financial support of Gores. Such support will strengthen the competitive position

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<sup>2</sup> As part of this transaction, Alpheus will be converted from a Delaware limited partnership to a Delaware limited liability company.

of Licensees 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 Licensees will continue to provide services to their customers, furthering the Commission's policies favoring competition and diversity of services.

The proposed transactions will be conducted in a manner that will be transparent to customers of the Licensees. The transfers of control of the Licensees will not result in a change of carrier for customers or any assignment of authorizations. In addition, the Licensees will continue to provide high-quality communications services to their customers without interruption and without immediate change in rates, terms or conditions. Accordingly, the transactions will be virtually transparent to customers, and in no event will they result in the discontinuance, reduction, loss, or impairment of service to customers.

**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:

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

Transferors:

Genesis Park GP Company LLC  
2131 San Felipe  
Houston, TX 77019  
(713) 521-1980

**FRN: 0006681118**

First Communications, Inc.  
3340 West Market Street  
Akron, Ohio 44333  
(330) 835-2323

**FRN: 0015806979**

Transferee:

Gores AC Holdings, LLC  
10877 Wilshire Boulevard, 18<sup>th</sup> Floor  
Los Angeles, CA 90024  
(310) 209-3010

**FRN: 0021183561**

Licensees:

Alpheus Communications, L.P.  
Alpheus Data Services, L.L.C.  
1301 Fannin St. 20th Floor  
Houston, TX 77002  
(877) 257-4387

**FRN: 0005004361**

**FRN: 0016137937**

First Communications, LLC  
Globalcom, Inc.  
Xtension Services, Inc.  
First Telecom Services, LLC  
3340 West Market Street  
Akron, Ohio 44333  
(330) 835-2323

**FRN: 0003764487**

**FRN: 0004325320**

**FRN: 0004289658**

**FRN: 0018651927**

**(b) Jurisdiction of Organizations:**

Transferors: Genesis Park GP Company LLC is a limited liability company organized under the laws of Delaware.

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

Transferee: Gores AC Holdings, LLC is a limited liability company organized under the laws of Delaware.

Licensees: Alpheus Communications, L.P. is a limited partnership organized under the laws of Delaware.

Alpheus Data Services, L.L.C. is a limited liability company organized under the laws of Delaware.

First Communications, LLC is a limited liability company organized under the laws of Ohio.

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

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

First Telecom Services, LLC is a limited liability company formed under the laws of Ohio.

**(c) (Answer to Question 10) Correspondence concerning this Application should be sent to:**

For Applicants:

Jean L. Kiddoo  
Joshua M. Bobeck  
Danielle C. Burt  
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(202) 373-6000 (Tel)  
(202) 373-6001 (Fax)  
jean.kiddoo@bingham.com  
josh.bobek@bingham.com  
danielle.burt@bingham.com

With copies to:

Stephen W. Crawford  
General Counsel  
Alpheus Communications, L.P.  
1301 Fannin St., 20th Floor  
Houston, TX 77002  
(713) 336-6333  
stephen.crawford@alpheuscommunications.com

With copies to:

Sandi Murphy  
General Counsel  
First Communications, LLC  
3340 West Market Street  
Akron, OH 44333  
(330) 835-2664  
smurphy@firstcomm.com

**(d) Section 214 Authorizations**

Alpheus holds international Section 214 authority to provide global facilities-based and resold services granted by the Commission in FCC File No. ITC-214-20070420-00148. ADS is authorized to provide similar services pursuant to a notification it filed with the FCC on June 8, 2007, pursuant to Section 63.21(h) of the Commission's Rules. *See Public Notice*, DA No. 07-3505, released August 2, 2007. In addition, both Alpheus and ADS hold blanket domestic Section 214 authority. *See* 47 C.F.R. § 63.01.

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.

Globalcom 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.

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

FTS holds international Section 214 authority granted in File No. ITC-214-20100827-00347 and holds blanket domestic Section 214 authority.

- (h) ***(Answer to Questions 11 & 12)*** The following entities hold, directly or indirectly, a 10% or greater interest in Applicants as calculated pursuant to the Commission ownership attribution rules for wireline and international telecommunications carriers:<sup>3</sup>

*Pre-Transaction Ownership of Alpheus and ADS:*

- (1) The following entity owns a ten percent or great equity interest in **Alpheus Data Services, L.L.C.:**

Name: Alpheus Communications, L.P.  
Address: 1301 Fannin St. 20th Floor  
Houston, TX 77002  
Citizenship: US  
Principal business: Telecommunications  
Percent of ownership: 100%

- (2) The following entities own a ten percent or greater equity interest, or controlling interest, in **Alpheus Communications, L.P.:**

Name: Genesis Park Telecom Partners, L.P.  
Address: 2131 San Felipe  
Houston, TX 77019  
Citizenship: US  
Principal business: Investments  
Percent of ownership: 39.58% Limited Partner

Name: El Paso CGP Company, L.L.C.  
Address: 1001 Louisiana Street  
Houston, TX 77002  
Citizenship: US  
Principal business: Investments  
Percent of ownership: 35.30% Limited Partner

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<sup>3</sup> 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(e)(2), Applicants are providing ownership information for all parties.

Name: Zipline, L.L.C.  
Address: 1301 Fannin St., 20<sup>th</sup> Floor  
Houston, TX 77002  
Citizenship: US  
Principal business: Investment  
Percent of ownership: 0.52% General Partner

The remaining equity in Alpheus Communications, L.P. is held by the individuals comprising Alpheus' management and Zipline's Board, with no single individual holding a 10% or greater direct interest.

- (3) **El Paso CGP Company, L.L.C.** is a wholly-owned subsidiary of El Paso Corporation. El Paso Corporation is a publicly-held corporation located at the same address, with its shares widely dispersed. There are no other individuals or entities with a 10% or greater interest in Alpheus through their investment in El Paso CGP Company, L.L.C.
- (4) **Zipline, L.L.C.** is 100% owned by Genesis Park GP Company LLC, and there are no other individuals or entities with a 10% or greater interest in Alpheus through their investment in Zipline, L.L.C.
- (5) **Genesis Park Telecom Partners, L.P.'s ("GPTP")** general partner is Genesis Park GP Company LLC. The other entities that hold or control a 10% or greater indirect interest in Alpheus through GPTP, as listed in Exhibit A, are U.S. entities, have the principal business of investing, and may be reached at the same address as GPTP.
- (6) **Genesis Park GP Company LLC** is owned and controlled by the following individuals.

Name: Paul W. Hobby  
Address: 2131 San Felipe  
Houston, TX 77019  
Citizenship: United States  
Principal business: Private Equity  
Type of Interest: 20% voting interest in Genesis Park

Name: Steven J. Gibson  
Address: 2131 San Felipe  
Houston, TX 77019  
Citizenship: United States  
Principal business: Real Estate  
Type of Interest: 20% voting interest in Genesis Park

Name: Neil E. Kelley  
Address: 3033 W. Alabama St.  
Houston, TX 77098  
Citizenship: United States  
Principal business: Private Equity  
Type of Interest: 20% voting interest in Genesis Park

Name: Peter T. Shaper  
Address: 701 Little John Lane  
Houston, Texas 77024  
Citizenship: United States  
Principal business: Private Equity  
Type of Interest: 20% voting interest in Genesis Park

Name: Fred R. Lummis  
Address: 600 Travis, Suite 6160  
Houston, TX 77002  
Citizenship: United States  
Principal business: Private Equity  
Type of Interest: 20% voting interest in Genesis Park

Pre- Transaction Ownership of FCI:

- (1) The following entities own a ten percent or greater equity interest, or controlling interest, in **First Communications, Inc.:**

(a) Name: Marbel Investments, LLC  
Address: 612 Market Ave., South  
Canton, OH 44702  
Citizenship: U.S.  
Percentage Owned: 19.3%  
Principal Business: Investment

(b) Name: FirstEnergy Corp.  
Address: 76 S. Main Street, Suite 1600  
Akron, OR 44308  
Citizenship: U.S.  
Percentage Owned: 14.30%  
Principal Business: Energy

(c) Name: Gores FC Holdings, LLC  
Address: 10877 Wilshire Boulevard, 18th Floor  
Los Angeles, CA 90024  
Citizenship: U.S.  
Percentage Owned: 13.10%  
Principal Business: Holding Company

(2) The following entities own a ten percent or greater equity interest, or controlling interest, in **Marbel Investments, LLC**:

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

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

(4) The following entities own a ten percent or greater equity interest, or controlling interest, in **Gores FC Holdings LLC**:

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



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

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

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

- (5) 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, 18<sup>th</sup> Floor  
Los Angeles, CA 90024  
Citizenship: U.S.  
Ownership: General Partner (all three limited partnerships)  
Principal Business: Private Equity/Merger & Acquisitions

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

Name: The Gores Group, LLC  
Address: 10877 Wilshire Boulevard, 18<sup>th</sup> Floor  
Los Angeles, CA 90024  
Citizenship: U.S.  
Ownership: Managing Member  
Principal Business: Private Equity/Merger & Acquisitions

- (7) The following individual owns or controls **The Gores Group, LLC**:

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

*Pre- and Post-Transaction Ownership of Transferee:*

As described above, upon completion of the Transaction, the Alpheus Operating Companies will be owned and controlled by Gores AC Holdings, LLC either directly or through FCI. The FCI Operating Companies will also be owned and controlled by Gores AC Holdings, LLC through 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 AC Holdings, LLC will directly or indirectly hold more than 50 percent of the voting securities of FCI.

- (1) The following entity owns a ten percent or greater equity interest, or controlling interest, in **Gores AC Holdings, LLC**:

Name: Gores Capital Partners III, LP  
Address: 10877 Wilshire Boulevard, 18<sup>th</sup> Floor  
Los Angeles, CA 90024  
Citizenship: U.S.  
Ownership: 95%  
Principal Business: Investment Fund

- (2) The following entities own a ten percent or greater equity interest, or controlling interest, in **Gores Capital Partners III, LP**:

Name: Gores Capital Advisors III, LP  
Address: 10877 Wilshire Boulevard, 18<sup>th</sup> Floor  
Los Angeles, CA 90024  
Citizenship: U.S.  
Ownership: General Partner  
Principal Business: Investment Fund

Name: Teacher Retirement System of Texas  
Address: 1000 Red River St.  
Austin, TX 78701-2627  
Citizenship: U.S.  
Ownership: 12.65% Limited Partner  
Principal Business: Retirement Fund

Name: Ohio Public Employees Retirement System  
Address: 277 East Town Street  
Columbus, Ohio 43215-4642  
Citizenship: U.S.  
Ownership: 10.12% Limited Partner  
Principal Business: Retirement Fund

- (3) The following entity owns a ten percent or greater equity interest, or controlling interest, in **Gores Capital Advisors III, LP**:

Name: GCA III, LLC  
Address: 10877 Wilshire Boulevard, 18<sup>th</sup> Floor  
Los Angeles, CA 90024  
Citizenship: U.S.  
Ownership: General Partner  
Principal Business: Investment Fund

- (4) The following entities own a ten percent or greater equity interest, or controlling interest, in **GCA III, LLC**:

Name: AEG Holdings, LLC  
Address: 10877 Wilshire Boulevard, 18<sup>th</sup> Floor  
Los Angeles, CA 90024  
Citizenship: U.S.  
Ownership: 100%  
Principal Business: Private Equity/Merger & Acquisitions

Name: The Gores Group, LLC  
Address: 10877 Wilshire Boulevard, 18<sup>th</sup> Floor  
Los Angeles, CA 90024  
Citizenship: U.S.  
Ownership: Manager of GCA III, LLC (and Gores AC Holdings, LLC)  
(and Investment Manager of Gores Capital Partners III, L.P.)  
Principal Business: Private Equity/Merger & Acquisitions

- (5) The following individual owns a ten percent or greater equity interest, or controlling interest, in **AEG Holdings, LLC**:

Name: Alec E. Gores  
Address: c/o The Gores Group, LLC  
10877 Wilshire Boulevard, 18<sup>th</sup> Floor  
Los Angeles, CA 90024  
Citizenship: U.S.  
Ownership: 100%  
Principal Business: Individual

None of the equity and/or controlling interest holders reported above have a ten percent or greater direct or indirect interest in any FCC regulated businesses other than:

(1) Gores Capital Partners III, LP and Gores Co-Invest Partnership III, LP hold an approximately 86 percent interest in CoBridge Holdings, LLC, the parent of Cobridge Communications, LLC, a company that provides cable television, voice and data services mostly in Arkansas, Alabama, Texas, Missouri, Georgia, and Louisiana.

(2) Gores Radio Holdings, LLC currently holds an approximately 76 percent interest in Westwood One ("WWO"), a company providing radio programming and related services to radio stations throughout the United States. On July 30, 2011, Westwood One, Inc., Radio Network Holdings, LLC and Verge Media Holdings, Inc. ("Verge") entered into a Merger and Plan of Merger whereby Verge will be merged with and into Radio Networks Holdings, LLC ("Merger Sub"), a wholly-owned subsidiary of Westwood One, with Merger Sub surviving. Stockholders of Verge will receive approximately 59% of WWO. It is anticipated that that transaction will close in the last quarter of 2011, at which time Gores Radio Holdings, LLC will own 41% of WWO and will no longer have control of this entity.

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

- (i) **(Answer to Question 14)** The Applicants certify that following consummation of the Transaction: (i) Transferee will not be a foreign carrier within the meaning of Section 63.09(d) of the Commission's Rules, 47 C.F.R. § 63.09(d); and (ii) Transferee will not become affiliated with a foreign carrier.
- (j) **(Answer to Question 15)** The Applicants certify that upon consummation of the transaction, 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.

- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (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.
- (o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.
- (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 are or are 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), apply.

**VI. INFORMATION REQUIRED BY SECTION 63.04**

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):

- (a)(6) A description of the proposed transactions is set forth in **Section III** above.
- (a)(7) Both Alpheus and ADS are authorized to provide telecommunications services in Texas.

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.

Globalcom, Inc. is authorized to provide telecommunications services in Arizona, Arkansas, California, Colorado, Florida, Georgia, Hawaii, Illinois, Indiana, Iowa, 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. 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.

Xtension Services, Inc. is authorized to provide telecommunications services in California, Colorado, Florida, Illinois, Iowa, Kansas, Michigan, Nevada, New Jersey, New York, North Carolina, Pennsylvania, Texas, Utah, Virginia 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.

First Telecom Services, LLC is authorized to provide telecommunications services in New York. In this state, FTS is authorized to provide competitive local and/or long distance telecommunications services. All of the services provided by FTS are competitive in nature and neither FTS nor any affiliated company holds a dominant position in any market.

- (a)(8)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, Transferee (and its Affiliates) will have a market share in the interstate, interexchange market of less than 10 percent, and the Transferee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transactions, and none of the Applicants (or their Affiliates) are 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)). An application will also be filed with the Commission to seek authority with respect to radio authorizations held by First Communications, LLC.
- (a)(10)** Prompt completion of the proposed transactions 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 transactions as soon as possible.
- (a)(11)** Not applicable.

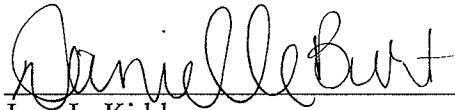
(a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV** above.

\* \* \* \* \*

**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 transfer of control of Applicants.

Respectfully submitted,



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Counsel for Applicants

Dated: September 30, 2011

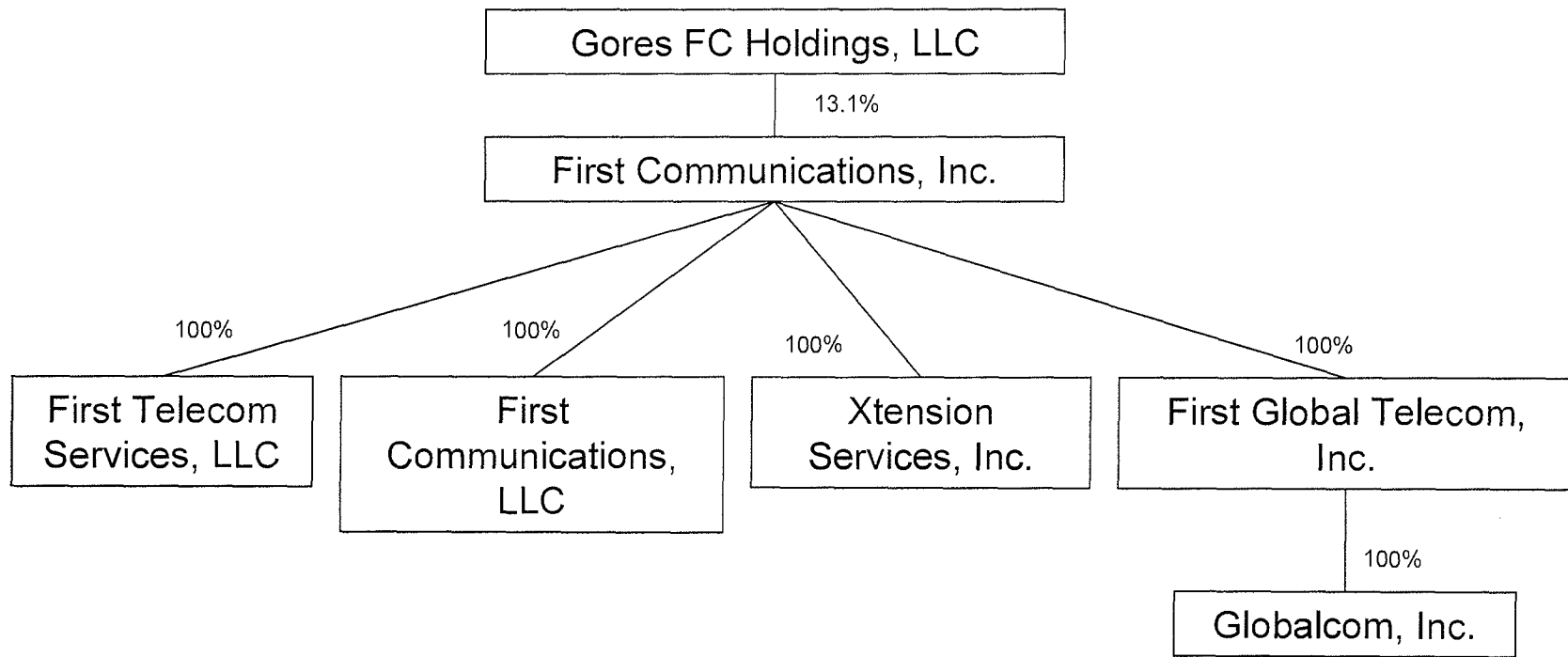


**EXHIBIT A**

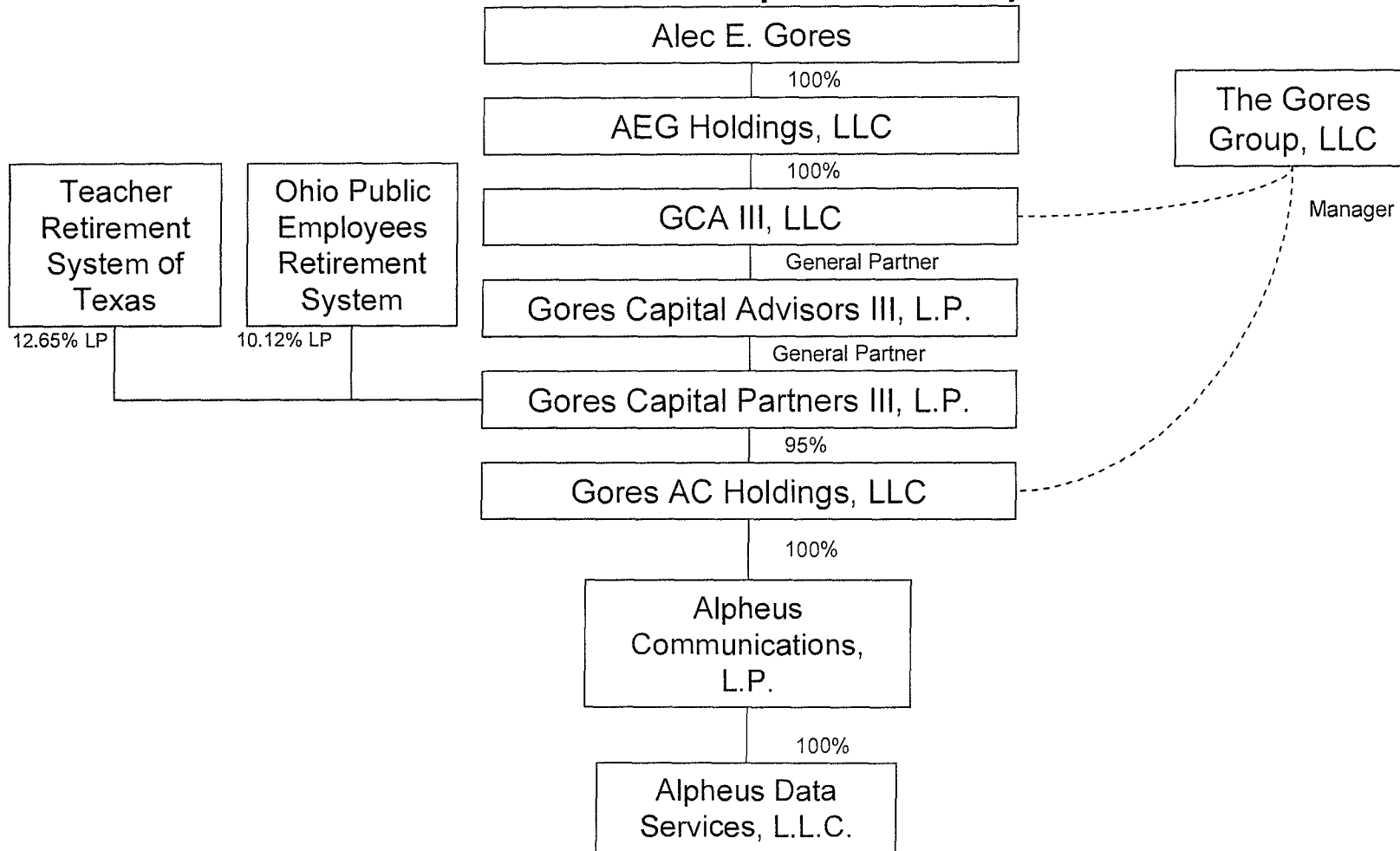
**Illustrative Corporate Structure Charts**



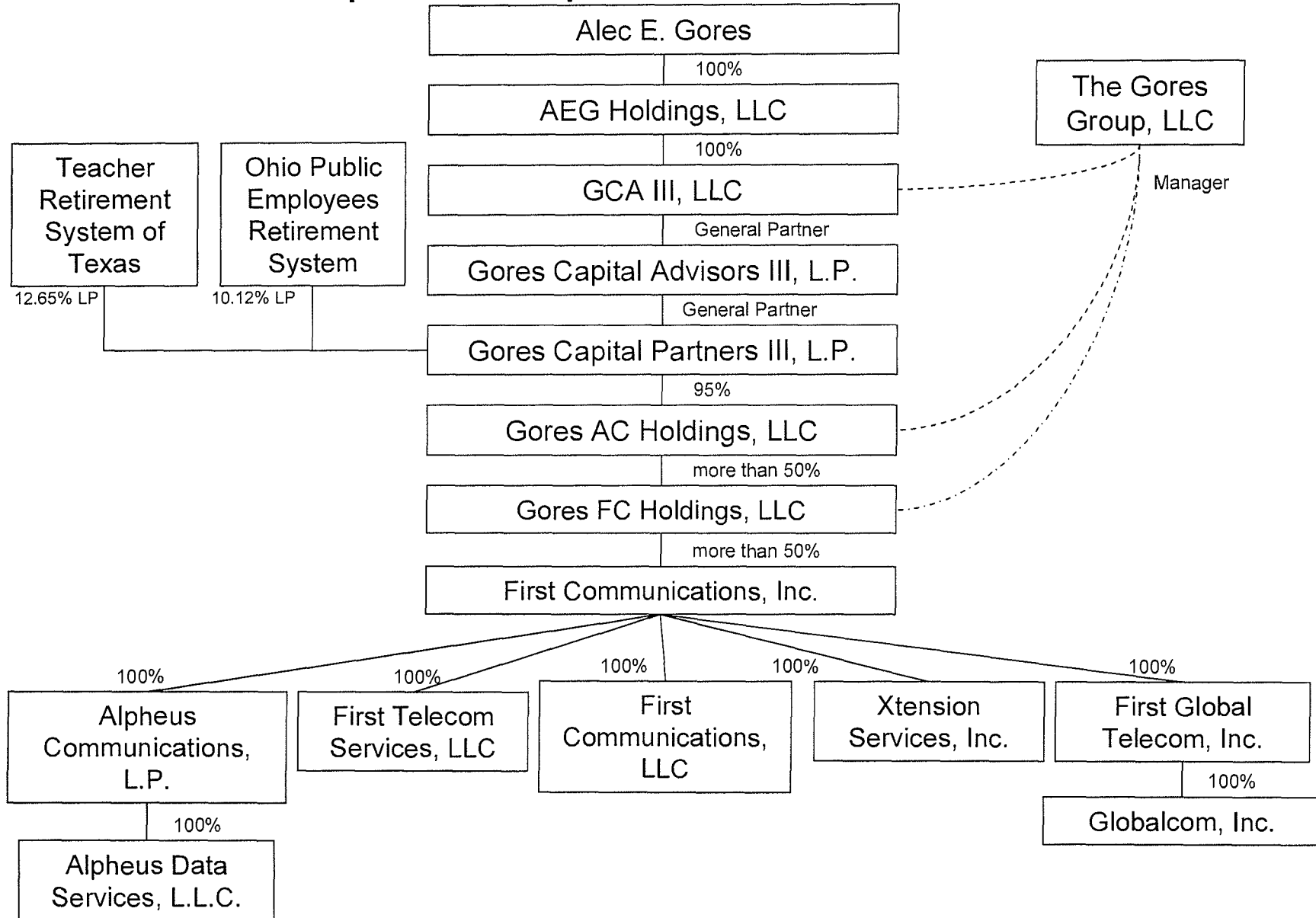
# First Communications Pre-Transaction Illustrative Corporate Structure Chart



## Post-Transaction Illustrative Corporate Structure Chart Standalone Acquisition of Alpheus



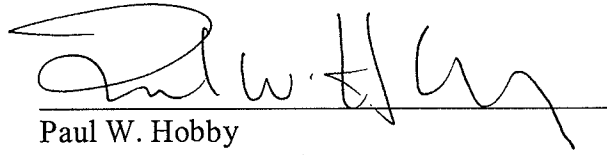
## Post-Transaction Illustrative Corporate Structure Chart Acquisition of Alpheus with First Communications



## VERIFICATION

I, Paul W. Hobby, state that I am Chief Executive Officer of Alpheus Communications, L.P. ("Alpheus"); that I am authorized to make this Verification on behalf of Alpheus and Alpheus Data Services, LLC ("ADS"); that the foregoing application as it pertains to Alpheus and ADS is true and accurate to the best of my knowledge, information and belief; and that Alpheus and ADS are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended.

I declare under penalty of perjury that the foregoing is true and accurate. Executed this 29 day of September, 2011.

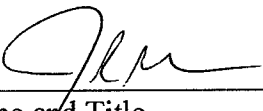
A handwritten signature in black ink, appearing to read "Paul W. Hobby", written over a horizontal line.

Paul W. Hobby  
Chief Executive Officer  
Alpheus Communications, L.P.

## VERIFICATION

I, Joseph R. Morris, state that I am President of First Communications, Inc. and its operating companies ("FCI"); that I am authorized to make this Verification on behalf of FCI; that the foregoing application as it pertains to FCI is true and accurate to the best of my knowledge, information and belief; and that FCI is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended.

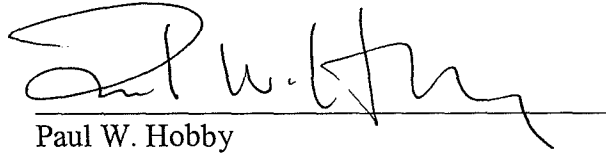
I declare under penalty of perjury that the foregoing is true and accurate. Executed this 30<sup>th</sup> day of September, 2011.

  
Name and Title PRESIDENT

**VERIFICATION**

I, Paul W. Hobby, state that I am Chairman of Genesis Park GP Company LLC (“Genesis Park”); that I am authorized to make this Verification on behalf of Genesis Park; that the foregoing application as it pertains to Genesis Park is true and accurate to the best of my knowledge, information and belief; and that Genesis Park is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended.

I declare under penalty of perjury that the foregoing is true and accurate. Executed this 29 day of September, 2011.

A handwritten signature in black ink, appearing to read "Paul W. Hobby", written over a horizontal line.

Paul W. Hobby  
Chairman  
Genesis Park GP Company LLC



## VERIFICATION

I, Eric R. Hattler, state that I am Vice President of Gores AC Holdings LLC ("Gores"); that I am authorized to make this Verification on behalf of Gores; that the foregoing application as it pertains to Gores is true and accurate to the best of my knowledge, information and belief; and that Gores is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended.

I declare under penalty of perjury that the foregoing is true and accurate. Executed this 30<sup>th</sup> day of September, 2011.



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Eric R. Hattler  
Vice President