

**STATE OF MISSOURI  
PUBLIC SERVICE COMMISSION**

At a session of the Public Service  
Commission held at its office in  
Jefferson City on the 28th day  
of September, 2006.

In the Matter of the Joint Application of Acceris     )  
Management and Acquisition LLC and First         )  
Communications, LLC, for (i) Authority for First     )  
Communications, LLC, to Provide Competitive         )  
Resold Interexchange Telecommunications            )  
Services Throughout the State of Missouri; and     )  
(ii) Approval of the Transfer of Assets, Including    )  
Customers, of Acceris Management and             )  
Acquisition LLC to First Communications, LLC.       )

**Case No. TA-2007-0067**

**ORDER APPROVING TRANSFER OF ASSETS**

Issue Date: September 28, 2006

Effective Date: October 8, 2006

Syllabus: This order approves a transfer of assets from Acceris Management and Acquisition, LLC, to First Communications, LLC.

First Communications and Acceris applied to the Missouri Public Service Commission on August 11, 2006, for approval of the transfer of Acceris' assets related to its large-business-customer enterprise business, including various equipment and customers, to First Communications. The application included a request for a grant of a certificate of service authority to First Communications to provide interexchange telecommunications services in Missouri.

First Communications is an Ohio privately held limited liability company with its principal place of business located at 3340 West Market Street, Akron, Ohio 44333. First

Communications was granted a certificate of service authority to provide intrastate interexchange telecommunications services in Missouri on September 15, 2006.

Acceris is a Minnesota limited liability company with its principal office located at 9530 Padgett Street, Suite 101, San Diego, California 92126. Acceris was granted a certificate of service authority to provide intrastate interexchange telecommunications services and nonswitched local exchange services in Missouri in Case No. TA-2005-0507. Following the transfer of assets, Acceris will retain its telecommunications authorization in Missouri in order to continue to provide the telecommunications services apart from the assets and customers being acquired by First Communications.

The applicants state that the transfer will be beneficial to both companies as well as their customers and that the transfer will not be detrimental to the public interest. The application indicates that customers of Acceris will be given prior written notice of the transaction, and a sample notice was provided.

The applicants state that the sale of assets will have no tax impact on any political subdivision in Missouri and that the companies have no pending or final judgments against them from any state or federal agency that involve customer service or rates. The applicants state that they do not have any overdue assessment fees or annual reports.

The Staff of the Missouri Public Service Commission filed a recommendation on September 14, 2006. Staff recommends that the Commission approve the proposed transaction.

The standard for approval of a sale of assets is that the sale will not be detrimental to the public interest.<sup>1</sup> The Commission has reviewed the application and

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<sup>1</sup> *State ex rel. Fee Fee Trunk Sewer, Inc. v Litz*, 596 S.W. 2d 466, 468 (Mo. App. E.D. 1980).

Staff's recommendations, which are hereby admitted into evidence, and finds that the proposed sale of assets will have no adverse impact on Missouri customers. The Commission finds that the transaction is not detrimental to the public interest and shall be approved.

**IT IS ORDERED THAT:**

1. The joint application of First Communications, LLC, and Acceris Management and Acquisition, LLC, to transfer assets is granted.
2. First Communications, LLC, and Acceris Management and Acquisition, LLC, are authorized to take any and all lawful actions necessary to carry out the proposed sale of assets presented to the Commission.
3. This order shall become effective on October 8, 2006.
4. This case may be closed on October 9, 2006.

**BY THE COMMISSION**



Colleen M. Dale  
Secretary

( S E A L )

Davis, Chm., Gaw, Clayton,  
and Appling, CC., concur.  
Murray, C., absent.

Dippell, Deputy Chief Regulatory Law Judge