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If you have sold or otherwise transferred all of your Shares of the Company or Depository Interests, please forward this document as soon as possible to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. The purchaser or transferee or the bank, stockbroker or other agent concerned may obtain a Form of Direction or Form of Proxy and Attendance (as appropriate) from the Company or Capita Registrars. Any person (including without limitation, custodians, nominees and trustees) who may have a contractual or legal obligation or may otherwise intend to forward this document to any jurisdiction outside the United Kingdom should seek appropriate advice before taking any action.

The Directors, whose names appear on page 7 of this document, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

First Communications, Inc.

(Incorporated and registered in the State of Delaware, U.S.A., No. 4330902)

Proposed Cancellation of Admission of the Company's Ordinary Shares to Trading on AIM

Notice of General Shareholders Meeting

Notice of a General Shareholders meeting of First Communications, Inc. to be held at the offices of the Company at 3340 West Market Street, Fairlawn, Ohio 44333 U.S.A., at 3:00 P.M. (BST) on 20 September 2010 is set out on page 12 of this document.

Your attention is drawn to the Letter from the Chairman of the Board of First Communications, Inc. in this document which contains information on the Resolutions to be proposed at the General Shareholders Meeting.

Shareholders who wish to vote either in person (or by way of proxy), are required to complete the Form of Proxy and Attendance and return the same to the Company, 3340 West Market

Street, Fairlawn, Ohio 44333 in the self-addressed envelope provided, which is required to be received by the Company by no later than 5:00 P.M. (BST) on 15 September 2010.

Depository Interest Holders who wish to instruct Capita IRG Trustees Limited, the Depository, to issue a proxy on their behalf, are required to complete the Form of Direction and return it to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU in the self-addressed envelope provided, which is required to be received by Capita Registrars by no later than 3:00 P.M. (BST) on 14 September 2010. Completion of the Form of Direction will not preclude a holder of Common Shares in uncertificated form through Depository Interests from attending the General Meeting and voting in person, on behalf of the Depository, so long as a Letter of Corporate Representation has been issued by Capita IRG Trustees Limited in favor of such holder in respect of such Common Shares for the General Meeting. Enquiries on how to obtain a Letter of Corporate Representation should be made by email to custodymgt@capitaregistrars.com.

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Expected Timetable of Principal Events

Publication date of this document	3 September 2010
Latest time and date for receipt of Forms of Direction from Depository Interest Holders	3:00 P.M. (BST) on 14 September 2010
Latest time and date for receipt of Forms of Proxy and Attendance from Shareholders	5:00 P.M. (BST) on 15 September 2010
General Meeting of Shareholders	3:00 P.M.(BST) on 20 September 2010
Latest day for dealing in Ordinary Shares on AIM	29 September 2010
Cancellation of admission of the Ordinary Shares to trading on AIM	with effect from 7:00 A.M. (BST) on 30 September 2010

Note:

Each of the times and dates above is subject to change. If any of the above times and/or dates change, the revised times and/or dates will be notified to Shareholders by announcement on a Regulatory Information Service.

Definitions

“AIM”	AIM, the market operated by the London Stock Exchange;
“AIM Rules”	the London Stock Exchange AIM Rules for Companies;
“Capita Registrars”	Capita Registrars, the Company’s registrars;
“Company” or “First Communications”	First Communications, Inc.
“CREST”	the relevant system operated by Euroclear UK & Ireland Limited to facilitate the transfer of title to securities or interests therein in uncertificated form;
“Delisting”	the cancellation of admission to trading on AIM of the Ordinary Shares;
“Depository”	Capita IRG Trustees Limited
“Depository Interests”	Depository interests derived from the Common Shares and issued through the Depository;
“Depository Interest Holders”	holders of Depository Interests;
“Directors” or “Board”	the board of directors of the Company whose names appear on page 7 of this document;
“Form of Direction”	the form of direction for use by Depository Interest Holders in connection with the General Meeting or at any adjournment or such meeting;
“Form of Proxy and Attendance”	the form or proxy and attendance for use by Shareholders in connection with the General Meeting or at any adjournment of such meeting;
“London Stock Exchange”	London Stock Exchange plc;
“Notice of General Meeting”	means the notice of the General Meeting which

	appears on page 12 of this document;
“Ordinary Shares”	fully paid common shares of \$0.001 par value (US) each in the capital of the Company and “Ordinary Share” means any one of them;
“Resolutions”	the resolutions referred to in the Notice of General Meeting related to the proposed Delisting;
“Shareholders”	holders of Ordinary Shares in the Company;
“General Meeting”	the General meeting of the Company to be held at the offices of the Company at 3340 West Market Street, Fairlawn, Ohio 44333, U.S.A. at 5:00pm (BST) on 20 September 2010;

Letter from the Chairman of the Board

First Communications, Inc.

(Incorporated and registered in the State of Delaware, U.S.A., No. 4330902)

Directors

Theodore V. Boyd (Chairman)*
Raymond Hexamer
Joseph R. Morris
Marshall B. Belden, Jr.*
H. Arthur Bellows, Jr.*
Mark T. Clark*
Scott M. Honour*
Mark R. Stone*

Registered Office

3340 West Market Street
Fairlawn, Ohio 44333

*Non-Executive Director

To Shareholders and Depository Interest Holders

3 September 2010

Dear Sir or Madam,

Proposed Cancellation of admission of the Company's Ordinary Shares to trading on AIM and Notice of General Shareholders Meeting

Introduction

The Board of the Company on 5 August 2010 announced that it planned to convene a General meeting of Shareholders and Depository Interest Holders at which a resolution for the Company's delisting from AIM should be proposed and considered. In accordance with the Company's Articles of Incorporation, the Board is convening the General Meeting for this purpose.

The AIM Rules and the Company's Articles of Incorporation require that the Delisting can only proceed if not less than seventy-five percent (75%) of the votes cast by Shareholders given in a meeting vote in favor of a resolution to delist. The Board believes that the level of interest in the Ordinary Shares of its Board Members and the organizations with which they are affiliated is such that it is highly unlikely that the relevant resolution will not be passed.

The purpose of this document is to provide Shareholders and Depository Interest Holders with information on the Delisting and to explain the reasons put forward by the Board for the

Delisting. The Notice of General Meeting which sets out the Resolutions set out on page 12 of this document.

The Board recommends the Delisting and seeks to identify some of the factors that should be considered by Shareholders and Depository Interest Holders in the context of the Delisting, if it proceeds.

If you are in any doubt about the contents of this document, or the action you should take (including any tax implications that may arise for you), you should consult an independent financial advisor authorized and regulated under the Financial Services and Markets Act 2000, or (if you are outside the United Kingdom) a suitably qualified advisor recognized under the applicable legislation.

Background to the Proposal for Delisting

The Board has identified the following as its reasons for why it believes it is in the interest of shareholders to delist the Company from AIM.

- The admission to AIM has not and will not in the near future help the Company access additional capital
- Accessing additional capital will likely be more efficient on a US exchange or through private offerings
- There has been very little liquidity in the Company's shares on the AIM
- The ongoing costs and regulatory requirements of a listing on the AIM cannot be justified

It is the Board's view, therefore, that the costs of being listed on AIM outweigh any benefits and that the Company should delist.

The Delisting

In accordance with Rule 41 of the AIM Rules, the Company has notified the London Stock Exchange of the proposed date of Delisting, although this is conditional upon the consent of not less than seventy-five percent (75%) of votes cast by Shareholders at the General Meeting voting in favor of the relevant resolution.

Consequently, the Company is convening the General Meeting to be held on 20 September 2010 to seek the requisite Shareholder approval for the Delisting. Should the Resolutions be passed, it is expected that Delisting will become effective from 7:00 A.M. (BST) on 30 September 2010.

Risks Associated with the Delisting

The Board would highlight to Shareholders and Depository Interest Holders that there are certain risks associated with the Company no longer retaining its listed company status. These include the following:

(i) Lack of a trading platform

As an unlisted company, there will no longer be a formal market mechanism for Shareholders or Depository Interest Holders to trade in the Ordinary Shares or Depository Interests, such that it may be more difficult for holders to realize their interests compared to companies listed on AIM.

(ii) Termination of Depository Interests

Although the Board currently intends to retain the Depository Interests notwithstanding the Delisting, there can be no certainty that this will continue to be the case. In the event that the deed constituting the Depository Interests between the Company and the Depository is terminated at a future date, the Depository Interest Holders would be required to become shareholders on the Company's share register in accordance with Delaware law. Corporate governance and regulation

Although the Company intends to continue its same high standards of corporate governance, as an unlisted company, the levels of transparency and corporate governance may not be as stringent as a listed company and the AIM Rules would no longer apply.

(iii) Retention and Incentive Programs of Employees

Certain present or prospective employees may be unwilling to work for an unlisted company. No employees have indicated their intention to resign in the event that the Company is delisted. The loss of key employees or an inability to attract employees in the future could act as a restraint on the development of the Company's business.

The above risks are non-exhaustive and Shareholders and Depository Interest Holders should seek their own independence advice when assessing the likely impact of the Delisting on them.

Current Trading

The Board's view of the trading status of the Company remains the same as set out in the announcement of 5 August 2010 when the Company's half year results for the six months ended 30 June 2010 were released.

Transactions in the Company's Shares and Depository Interests following Delisting

Following the Delisting, there will be no market facility for dealing in the Ordinary Shares or Depository Interests and no price will be publicly quoted for the Depository Interests or Ordinary Shares. As such interests in Ordinary Shares or Depository Interests are unlikely to be readily capable of sale and where a buyer is identified, it will be difficult to place a fair value on any such sale.

While there can be no guarantee that Shareholders or Depository Interest Holders will be able to sell any Shares or Depository Interests, any Shareholder or Depository Interest Holder seeking to do so should contact the Company in writing at 3340 West Market Street, Fairlawn, Ohio 44333 U.S.A., attention Raymond Hexamer, CEO. The Company Secretary will then be able to advise as to whether the Board is aware of any prospective buyers for any Ordinary Shares or Depository Interests which the holder thereof wishes to sell at that time.

It is the current intention that following Delisting, the Company will continue to maintain the Depository Interests through June 10, 2011, as required pursuant to its Depository Agreement, such that any transactions in the Depository Interests that are effected can be settled through CREST. However, there can be no certainty as to the length of time this facility will be available for after such date.

Share Options

Outstanding options under the Company's existing share option schemes and authorized but ungranted options will not be affected by the Delisting.

In the event the Delisting proceeds, it is intended that a review of all existing employee incentive programs will be carried out with a view to ensuring that key employees of the Company are effectively incented notwithstanding Delisting.

General Meeting

You will find set out on page 12 of this document notice of a General Meeting which is to be held at the offices of the Company at 3340 West Market Street, Fairlawn, Ohio 44333 U.S.A. on 20 September 2010 at 3:00 pm (BST). At the General Meeting, the following Resolution will be proposed:

- a resolution, requiring a 75 per cent majority, to approve the Delisting.

In order for the Resolution to be passed, at least seventy-five percent (75%) of the votes cast, must be cast in favor. This is necessary for the resolution to comply with the requirements of the AIM Rules for a Delisting and the Company's Articles of Incorporation.

Procedure for Attending and Voting at the General Meeting

Shareholders and Depository Interest Holders may either attend the General Meeting in person or may vote by proxy.

Shareholders

The Board has resolved in accordance with its By-Laws that only those Shareholders who are entered on the Company's register of members not later than 5:00 P.M. (BST) on 10 September 2010 shall be entitled to attend and vote at the meeting. A proxy and attendance form has been prepared by the Company and is attached to the Notice of the General Meeting.

Shareholders who wish to vote (either in person (which includes participation by telephone) or by proxy) are required to complete the Form or Proxy and Attendance and return the same to the Company in the self-addressed envelope provided, which is required to be received by the Company no later than 5:00 P.M. (BST) on 15 September 2010.

Depository Interest Holders

Depository Interest Holders have been sent by Capita Registrars with this document a Form of Direction which Depository Interest Holders should use to indicate how the Depository should vote on its behalf by proxy. Depository Interest Holders wishing to attend the General Meeting must request a Letter of Corporate Representation be issued by Capita IRG Trustees Limited in favor of such holder in respect of such Common Shares for the General Meeting. Inquires on how to obtain a Letter of Corporate Representation should be made by email to custodymgt@capitaregistrars.com

Only those Depository Interest Holders entered on the Company's register of Depository Interest Holders not later than 6:00 P.M. (BST) on 10 September 2010 shall be entitled to attend and vote at the meeting.

Conclusion

At the meeting, a vote will be held to approve the Company's delisting which requires a 75 per cent majority vote. The Board has recommended that the shareholders approve the delisting.

The Board is of the opinion that the Delisting and the passing of the Resolution are in the best interests of Shareholders as a whole and recommends Ordinary Shareholders vote in favor of the Resolution.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'T. Boyd', written in a cursive style.

Theodore V. Boyd
Chairman of the Board

Notice of General Meeting

Notice is given that a General Meeting of the Shareholders of First Communications, Inc. (the “Company”) will be held at the offices of the Company at 3340 West Market Street, Fairlawn, Ohio 44333 U.S.A. at 3:00 pm (BST) on 20 September 2010.

Resolution

To consider, and if thought fit, to pass the following resolution the passing of which shall require at least seventy-five percent (75%) of the votes cast being cast in favor of the resolution (as required by Rule 41 of the AIM Rules for Companies as published by the London Stock Exchange plc and the Company’s Articles of Incorporation):

That the cancellation of the Company’s ordinary shares from admission to trading on AIM (the “Delisting”) be and is hereby approved.

By Order of the Board

Theodore V. Boyd
Chairman
First Communications, Inc.
3340 West Market Street
Fairlawn, Ohio 44333
3 September 2010

Proxy

The undersigned shareholder of First Communications, Inc. (the "Corporation") hereby appoints Raymond Hexamer the proxy and attorney of the undersigned, with full power or substitution and revocation, for and in the name of the undersigned, to attend the Special Meeting of Shareholders of the Corporation to be held on September 20, 2010, at 3:00p.m. BST, at 3340 West Market Street, Akron, Ohio 44333, and any adjournment or adjournments thereof, and the proxy thereat to vote all shares now or hereafter standing in the name of the undersigned, as fully as the undersigned could do if personally present, upon only the following matters or proposals coming before said meeting:

To vote as follows on the proposed delisting of the Company's shares on AIM:

_____ Approve

_____ Not Approve

The undersigned hereby ratifies all that said proxy and attorney or his substitute shall lawfully do or cause to be done by virtue hereof, and hereby revoking any proxy or proxies heretofore given by the undersigned.

Signed this _____ day of _____, 2010

Print Name

Signature

NOTE: When signing as attorney, executor, administrator, trustee or guardian, please give your full title as such.

Inquiries:

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Joseph Morris, President

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Capita IRG Trustees Limited

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