

BINGHAM

UTAH PUBLIC
SERVICE COMMISSION

Jean L. Kiddoo
Danielle Burt
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2009 FEB 10 P 5:55

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February 9, 2009

RECEIVED

VIA OVERNIGHT DELIVERY

Julie P. Orchard, Secretary
Public Service Commission of Utah
Heber M. Wells Building, 4th Floor
160 East 300 South
Salt Lake City, UT 84111

**Re: NOTICE OF NON-CONSUMMATION
Notification of the Transfer of Control of First Communications, LLC to
Renaissance Acquisition Corp.**

**NOTICE OF NON-CONSUMMATION
First Communications, LLC and Gores FC Holdings, LLC Notification of
Transfer of Control**

Dear Ms. Orchard:

This letter hereby notifies the Commission that two transactions will not be consummated as previously planned. Specifically:

1. First Communications, LLC ("FCL") and Renaissance Acquisition Corp. ("RAC") filed a letter on September 25, 2008 to notify the Commission about a transfer control of FCL to RAC. On behalf of FCL and RAC, we hereby notify the Commission that they have determined not to proceed with the proposed transaction.
2. FCL and Gores FC Holdings, LLC ("Gores FC") filed a letter on July 20, 2007 to notify the Commission about a transaction whereby Gores FC would obtain *de facto* control of First Communications, Inc., the parent of FCL. On behalf of FCL and Gores FC, we hereby notify the Commission that although Gores FC did obtain the non-controlling interest of 13.01% in FCI as described in the letter filed with the Commission, they have determined not to complete the transfer of control transaction at this time. To the extent that they intend to do so in the future, they will notify the Commission at that time.

An original and twenty (20) copies of this letter, plus a diskette containing a copy of this letter are enclosed for filing. Please date-stamp the enclosed the extra copy of this letter

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and return it in the attached self-addressed, stamped envelope provided. Please direct any questions to Danielle Burt at (202) 373-6039.

Respectfully submitted,

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

Jean L. Kiddoo
Danielle Burt