

BINGHAM

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February 3, 2009

VIA OVERNIGHT DELIVERY

Dale Roberts, Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
200 Madison Street
Suite 100
Jefferson City, MO 65101

ORIGINAL

FILED

FEB 04 2009

Missouri Public
Service Commission

Re: **NOTICE OF NON-CONSUMMATION**
Docket No. TO-2009-0111 - Application for the Transfer of Control of First Communications, LLC to Renaissance Acquisition Corp.

NOTICE OF NON-CONSUMMATION
Docket No. TM-2008-0023 - Application of First Communications, LLC and Gores FC Holdings, LLC for Transfer of Control Approval

Dear Mr. Roberts:

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

1. In Docket No. TO-2009-0111, the Commission approved a request for a transfer of control of First Communications, LLC ("FCL") to Renaissance Acquisition Corp. ("RAC"). The Commission granted approval on November 2, 2008. On behalf of FCL and RAC, we hereby notify the Commission that they have determined not to proceed with the proposed transaction.
2. In Docket No. TM-2008-0023, the Commission approved a request for transfer of control of FCL to Gores FC Holdings, LLC ("Gores FC") in a transaction whereby Gores FC would obtain *de facto* control of First Communications, Inc. ("FCI"), the parent of FCL. The Commission granted approval on August 9, 2007. 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 Application filed with the Commission, they have determined not to complete the transfer of control approved by the Commission at this time. To the extent that they intend to do so in the future, they will file a new application with the Commission requesting prior approval.

An original and fourteen (14) copies of this letter are enclosed for filing. Please date-stamp the enclosed the extra copy of this letter and return it in the attached self-

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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" followed by a stylized flourish.

Jean L. Kiddoo
Danielle Burt

cc: Mark Comley (Via E-Mail)