

BINGHAM

Jean L. Kiddoo
 Danielle Burt
 Phone: 202.373.6000
 Fax: 202.373.6001

February 4, 2009

VIA OVERNIGHT DELIVERY

Pat Miller, Director
 c/o Sharla Dillon, Docket Manager
 Tennessee Regulatory Authority
 460 James Robertson Parkway
 Nashville, TN 37243-0505

Re: NOTICE OF NON-CONSUMMATION
Docket No. 08-00175 - Petition for the Transfer of Control of First Communications, LLC and Globalcom, Inc. to Renaissance Acquisition Corp.

NOTICE OF NON-CONSUMMATION
Docket No. 07-00175 - Petition of First Communications, LLC and Gores FC Holdings, LLC for Transfer of Control Approval

Dear Docket Manager:

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

1. In Docket No. 08-00175, the Authority approved a request for a transfer of control of First Communications, LLC ("FCL") and Globalcom, Inc. ("Globalcom") to Renaissance Acquisition Corp. ("RAC"). The Authority granted approval on January 26, 2009. On behalf of FCL, Globalcom and RAC, we hereby notify the Authority that they have determined not to proceed with the proposed transaction.
2. In Docket No. 07-00175, 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 Authority granted approval on August 20, 2007. On behalf of FCL and Gores FC, we hereby notify the Authority that although Gores FC did obtain the non-controlling interest of 13.01% in FCI as described in the Petition filed with the Authority, they have determined not to complete the transfer of control approved by the Authority at this time. To the extent that they intend to do so in the future, they will file a new petition with the Authority requesting prior approval.

Boston
 Hartford
 Hong Kong
 London
 Los Angeles
 New York
 Orange County
 San Francisco
 Santa Monica
 Silicon Valley
 Tokyo
 Walnut Creek
 Wichita

Bingham McCutchen LLP
 2020 K Street NW
 Washington, DC
 20006-1806

T 202.373.6000

F 202.373.6001

bingham.com

Pat Miller, Director
c/o Sharla Dillon, Docket Manager
February 4, 2009
Page 2

An original and thirteen (13) 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-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/mrs". The signature is written in a cursive, flowing style.

Jean L. Kiddoo
Danielle Burt