

BINGHAM

Jean L. Kiddoo
Danielle Burt
Tel: 202.373.6000
Fax: 202.373.6001
jean.kiddoo@bingham.com
danielle.burt@bingham.com

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Via Overnight Courier and Email

Chairman Dr. Kenneth C. Hill
c/o Sharla Dillon, Dockets and Records Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505
Sharla.Dillon@tn.gov

Re: NOTICE OF NON-CONSUMMATION
Docket No. 11-00165-- Petition of First Communications, LLC, Globalcom, Inc.
and Gores AC Holdings, LLC for Approval to Transfer Control

Dear Chairman Hill:

On behalf of First Communications, Inc. and Globalcom, Inc. (together, "FirstComm"), this letter notifies the Authority that the proposed transfer of control to Gores AC Holdings, LLC will not be consummated. FirstComm had advised the Commission about the proposed transfer of control through a petition dated September 29, 2011, which was withdrawn on October 26, 2011 following FirstComm's election to operate pursuant to market regulation.

An original and four (4) 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. This letter has also been electronically filed with the Commission. Please direct any questions to the undersigned.

Respectfully submitted,



Jean L. Kiddoo
Danielle Burt

cc (via email): Ms. Sandi Murphy (First Communications)
Ms. Mary Cegelski (First Communications)

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

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

T +1.202.373.6000
F +1.202.373.6001
bingham.com

A/75088100.1