

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

August 13, 2012

Via Overnight Courier

Patricia Van Gerpen, Executive Secretary
South Dakota Public Utilities Commission
Capitol Building
500 East Capitol Avenue
Pierre, SD 57501-5070

RECEIVED
AUG 14 2012
SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

Re: NOTICE OF NON-CONSUMMATION
Notification Regarding a Transfer of Control of First Communications, LLC

Dear Ms. Van Gerpen:

On behalf of First Communications, Inc. ("FirstComm"), this letter notifies the Commission that the proposed transfer of control to Gores AC Holdings, LLC will not be consummated. FirstComm had notified the Commission about the proposed transfer of control on October 11, 2011.

An original and ten (10) 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 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