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VIA ELECTRONIC FILING

Marlene Dortch, Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, DC 20554

Re: NOTICE OF NON-CONSUMMATION
WC Docket No. 08-170; File Number ITC-T/C-20080808-00366
Application for the Transfer of Control of Smart City Finance, LLC

Dear Secretary Dortch:

Smart City Finance, LLC (“Smart City”), an Applicant in the above-referenced matters, requested approval for a transfer of control to Hargray-Smart City Acquisition Co., LLC. The Commission issued approval on November 6, 2008 (International - DA 08-2458), and November 12, 2008 (Wireline - DA 08-2480 & Wireless - Rep. No. 4514).

Smart City hereby notifies the Commission that the Applicants have determined not to proceed with the proposed transaction. To the extent that Applicants may in the future decide to undertake a transaction together, they will seek any necessary approval from the Commission at that time.

This letter is being filed in the Commission’s Electronic Comment Filing System (“ECFS”) and International Bureau Filing System (“IBFS”). Applicants will separately withdraw the relevant application on file with the Wireless Telecommunications Bureau in its Universal Licensing System (“ULS”).

Respectfully submitted,

/s/

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