

State of Florida



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# Public Service Commission

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TALLAHASSEE, FLORIDA 32399-0850

**-M-E-M-O-R-A-N-D-U-M-**

**DATE:** October 28, 2008

**TO:** Ann Cole, Commission Clerk - PSC, Office of Commission Clerk

**FROM:** Ray E. Kennedy, Utilities System/Engineering Spec Supr - SES, Division of Regulatory Compliance *RK*

**RE:** Docket No. 080529-TP – Joint application for approval of indirect transfer of control of telecommunications facilities by Smart City Finance LLC and Hargray-Smart City Acquisition Co., LLC.

Please place the attached letter in the file for Docket No. 080529-TP. If you have any questions, please contact me at 413-6584.

DOCUMENT NUMBER-DATE

10181 OCT 28 8

FPSC-COMMISSION CLERK



October 28, 2008

Mr. Michael Gottdenker  
Chief Executive Officer  
Hargray-Smart City Acquisition Co., LLC  
856 William Hilton Parkway, Bldg. C  
P. O. Box 5986  
Hilton Head Island, SC 29938

Mr. Martin A. Rubin  
Smart City Finance, LLC  
P. O. Box 22555  
Lake Buena Vista, FL 32830-2555

Re: Joint Application for Approval of Indirect Transfer of Control of Telecommunications Facilities by Smart City Finance, LLC and Hargray-Smart City Acquisition Co., LLC; Florida Public Service Commission Docket No. 080529-TP

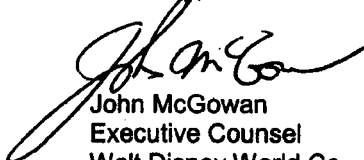
Gentlemen:

Walt Disney World Co. ("Disney") understands that Smart City Finance, LLC and Hargray-Smart City Acquisition Co., LLC have filed a Joint Application for Approval of Indirect Transfer of Control of Telecommunications Facilities with the Florida Public Service Commission ("FPSC"), and that the staff of the FPSC has requested a letter from Disney conveying its approval of the transfer of control of telecommunications facilities from Smart City Finance, LLC and Hargray-Smart City Acquisition Co., LLC. (the "Smart City Sale").

On behalf of Disney, and its affiliates and subsidiaries operating at the WALT DISNEY WORLD® Resort, this letter represents Disney's approval of the Smart City Sale. The foregoing approval by Disney of the Smart City Sale is subject to and conditioned upon final negotiation, review and approval by Disney of certain transaction documents consummating the Smart City Sale.

Smart City Finance, LLC or Hargray-Smart City Acquisition Co., LLC may submit this letter to the FPSC with the permission of Disney; provided that no parties other than the FPSC may rely on this letter.

Sincerely,



John McGowan  
Executive Counsel  
Walt Disney World Co.