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A Professional Limited Liability Company

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Philip R. Adams, Jr.

August 27, 2009

Via Overnight Mail

Florida Public Service Commission
Executive Secretary
2540 Shumard Oak Drive
Tallahassee, FL 32399

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COMMISSION
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Re: Notification by Benchmark Communications, LLC, Mark Guidry, Jason Veasey, Warren Gottsegen, Benjamin Bronston and TDMM Cable Funding, LLC of a Purchase Agreement

Dear Sir or Madam:

On behalf of Benchmark Communications, LLC ("Benchmark"), Mark Guidry, Jason Veasey, Warren Gottsegen and Benjamin Bronston (collectively, "Transferors") and TDMM Cable Funding, LLC ("TDMM" and, together with Benchmark and the Transferors, the "Applicants"), this letter is to advise the Commission of a Purchase Agreement (the "Agreement") whereby TDMM will acquire 100% of the limited liability company membership interests of Benchmark from the Transferors (the "Acquisition"). **The Parties are also requesting that the Commission waive the verification requirements of Florida Administrative Code Rule 25-4.118.**

It is our understanding, based upon review of the applicable statutes and regulations, that this transaction does not require prior Commission approval. Accordingly, absent written notice to the contrary within thirty (30) days of the date of this letter, the parties will proceed to consummate the transaction in a timely fashion.

Benchmark is a Louisiana limited liability company with principal offices located at 106 Metairie Lawn, Suite 220, Metairie, LA 70001. Benchmark is a certified local and long distance telecommunications provider in this State¹.

¹ Benchmark provides resold long distance telecommunications services in this State pursuant to authority granted in Docket No. 041407-TI on June 20, 2005 (IXC) and Docket No. 041406-TX, Order No. PSC 05-0388-CO-TX, now Intrastate Registration TJ778.

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Transferors Guidry, Veasey, Gottsegen and Bronston are individuals residing in the states of Louisiana, Alabama, Louisiana and Texas, respectively. Benchmark is 100% owned by the Transferors (i.e. 25% each by Mark Guidry, Jason Veasey, Warren Gottsegen and Benjamin Bronston).

TDMM is a Florida limited liability company with principal offices 5000 SW 75th Avenue, Suite 103, Miami, FL 33155. TDMM is not authorized to provide telecommunications services in this State. TDMM currently owns and operates, either directly or indirectly through wholly-owned subsidiaries, cable, high-speed Internet and information systems at three communities in the State of Florida: (i) the Keys Cove community located in the Miami-Dade County; (ii) the Cutler Cay community located in Miami-Dade County; and (iii) the Little Harbor community located in Hillsborough County.

The Acquisition contemplates the following:

- a. TDMM will receive ownership, right, title and interest in and to 100% of the limited liability company interests of Benchmark from the Transferors.
- b. The Transferors will receive the purchase price set forth in the Agreement from TDMM.
- c. As a result of the foregoing, Benchmark will become a wholly owned subsidiary of TDMM.

Applicants respectfully submit that the Acquisition would enhance Benchmark's ability to compete effectively in this State. With the backing of TDMM, Benchmark will solidify its financial condition, expand its reach and be able to continue to serve its customers with intrastate communications needs. TDMM is well-qualified to consummate the Acquisition. The technical, managerial and financial personnel of Benchmark will assist TDMM with the operation of the acquired business after consummation of the Acquisition. Information on TDMM's management team is attached hereto.

The Acquisition will serve the public interest in that it will serve to create an increased level of operating efficiency which generally will serve to enhance the overall capacity of TDMM to compete in the marketplace and to provide telecommunications services for a greater number of consumers in this State at competitive rates.

Applicants emphasize that the Acquisition will not change the rates, terms and conditions under which Benchmark's customers will receive service. The Acquisition will benefit Benchmark

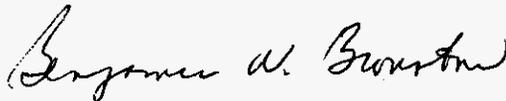
customers by enabling them to continue to receive the same high quality services previously rendered to them. Accordingly, approval of the Acquisition will not in any way be detrimental to the public interests of this State.

Applicants do not request transfer of Benchmark's Certificates of Public Convenience and Necessity, or other operating authority, to TDMM. Rather, because TDMM is purchasing 100% of Benchmark's limited liability company membership interests and Benchmark will thereby become a wholly owned subsidiary of TDMM, Benchmark will retain its Certificates of Public Convenience and Necessity and will continue to service its customers pursuant thereto.

The parties are forwarding this letter to the Commission for informational purposes only, to be included in the appropriate files. Absent receipt of written notification to the contrary within thirty (30) days of the date of this letter, the Applicants will proceed under the understanding that no approval or other formal action is required by the Commission prior to consummation of the proposed transaction.

Enclosed are the original and six (6) copies of this letter. Please return one (1) of the copies file-stamped in the envelope provided. If you need any further information or have any questions regarding the matters discussed herein, please do not hesitate to contact me. Thank you for your assistance in this matter.

Respectfully submitted,



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