

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of	)	
	)	
Benchmark Communications, LLC	)	WB Docket No. 14-_____
<i>Licensee</i>	)	
	)	
<i>And</i>	)	
	)	
TDMM Cable Funding, LLC, by	)	File No. ITC-T/C-2014_____
William J. Brown, Receiver	)	
<i>Transferors</i>	)	
	)	
Hunt Telecommunications, LLC	)	
<i>Transferee</i>	)	
	)	
Application for Consent to Transfer Control	)	
of Company Holding International	)	
Authorization and Blanket Domestic	)	
Authorization Pursuant to Section 214 of the	)	
Communications Act of 1934, as Amended	)	

COMBINED APPLICATION

Benchmark Communications, LLC (“Benchmark” or “Licensee”), its sole member, TDMM Cable Funding, LLC ^{1/} (“TDMM”) through William J. Brown, Esq. of Phillips Lytle, LLP, in his capacity as Receiver (“TDMM”, together with Benchmark. the “Transferors”) and Hunt Telecommunications, LLC (“Hunt”) (collectively referred to as “Applicants”) hereby request authority pursuant to Section 214 of the Communications

¹ On April 20, 2010, William J. Brown, Esq. was appointed temporary receiver (“Receiver”) by the United States District Court for the Northern District of New York (Case No. 1:10-CV-0057-GLS-CFH) for both TDMM and Benchmark. The Receivership was made permanent by a Preliminary Injunction Order entered July 22, 2011 (Docket No. 96). An Agreement for Purchase of the entire LLC Interests of Benchmark from TDMM was entered into as of November 12, 2013 by Hunt, and an Order Approving Motion of William J. Brown, as Receiver, for an Order Approving Purchase Agreement with Hunt was filed in Case No. 1:10-C-457 on November 25, 2013 (Docket No. 649) thereby approving the sale of the membership interests of Benchmark to Hunt.

Act of 1934, as amended, 47 U.S.C. §214 (the “Act”), and Sections 63.04 and 63.24(e) of the Commission’s Rules, 47 C.F.R. §§ 63.04, 63.24(e), to transfer control of the equity interests of Benchmark from TDMM to Hunt. Pursuant to a Purchase Agreement (the “Agreement”), Hunt will become the direct 100 percent owner of Benchmark.

Benchmark is a provider of resold local and long distance services, internet access and private cable service to multiple dwelling unit (MDU) properties along the Gulf Coast. 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. Pursuant to Section 63.04(b) of the Commission’s Rules, 47 C.F.R. § 63.04(b), the Applicants are filing a combined application for Commission consent to the proposed transfer of control. The Applicants provide below the information required by Section 63.24(e)(2) of the Commission’s Rules, 47 C.F.R. § 63.24(e)(2). *Exhibit A* provides the additional information requested by Section 63.04(a)(6) through (a)(12) of the Commission’s Rules, 47 C.F.R. § 63.04(a)(6)-(12).

This transaction will not involve a transfer of operating authority, assets or customers. Benchmark will continue to provide service to its existing customers under existing service arrangements. The proposed transaction, therefore, will be transparent and seamless to Benchmark’s customers.

The Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission’s Rules, 47 C.F.R. §§ 63.03 and 63.12. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission’s Rules, 47 C.F.R. § 63.03(b)(2), because (1) the proposed transaction will result in Hunt (including its affiliates, as that term is defined in

Section 3(1) of the Act) having a market share in the interstate, interexchange market of less than 10 percent; (2) Hunt (through Benchmark, including their respective affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) neither Hunt, Benchmark, nor any of their respective affiliates are regulated as dominant with respect to any service.

This Application also qualifies for streamlined treatment under Section 63.12 because post-close (1) Hunt is not affiliated with any dominant U.S. carrier whose services Hunt (through Benchmark) may resell; (2) Hunt is not affiliated with any foreign carriers; and (3) none of the other provisions contained in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), apply.

I. APPLICANTS

A. Benchmark Communications, LLC (FRN 0011618238)

Benchmark Communications, LLC is a Louisiana limited liability company formed in 2006. Benchmark is located at 106 Metairie Lawn, Suite 220, Metairie, LA 70001. Benchmark is a provider of resold local and long distance services, internet access and private cable service to multiple dwelling unit (MDU) properties along the Gulf Coast.

Benchmark was authorized by the Commission under Section 214 of the Act in File No. ITC-214-20041005-00393 to provide international telecommunications services on a global or limited global facilities-based and resale basis. Benchmark will continue to hold its Commission authorizations to provide international services following the transfer of control.

Benchmark is 100% owned by TDMM, as is more fully described herein.

B. TDMM (FRN 0018731885)

TDMM, (see Footnote 1) a Florida limited liability company, is located at 5000 SW 75th Avenue, Suite 103, Miami, FL 33155. 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.

TDMM is neither authorized to provide telecommunications services in any state nor is it authorized by the Commission under Section 214 of the Act to provide international telecommunications services.

C. HUNT (FRN 0011210416)

Hunt, a Louisiana limited liability company, is located at 106 Metairie Lawn Dr., Suite 200, Metairie, LA 70001. Hunt current provides local, long distance, Hosted PBX, VoIP and data services in the State of Louisiana. Hunt was authorized by the Commission under Section 214 of the Act in File No. ITC-214-20140114-00010 to provide international telecommunications services on a global or limited global facilities-based and resale basis.

II. DESCRIPTION OF THE TRANSACTION

By this Application, the Applicants request approval for the transfer of control of Benchmark from TDMM to Hunt. Pursuant to a Purchase Agreement (the "Agreement"), Hunt will become the direct 100 percent owner of Benchmark as a result of a transaction in which Hunt will acquire 100 percent of the issued and outstanding limited liability company membership interests of Benchmark from Transferors. Thus, Hunt will become

the new corporate parent of Benchmark. The post-close ownership of Benchmark is described in Section IV below.

II. PUBLIC INTEREST STATEMENT

The proposed transfer of control described herein will serve the public interest. Benchmark provides resold local and long distance services to residential customers in MDU developments along the Gulf Coast. With the acquisition of Benchmark by Hunt, Benchmark will be able to continue to provide high-quality, uninterrupted services to its customers. With the backing of Hunt, Benchmark will solidify its financial condition, expand its reach and be able to continue to serve its customers with domestic and international communications needs. Although Benchmark will be strategically and operationally integrated within Hunt, the key senior management and day-to-day management of Benchmark will remain with the company through a transition period and continue their current responsibilities during such time.

At the same time, the proposed transaction does not present any anti-competitive issues. The transaction will be completely transparent to consumers. Benchmark will continue to provide high-quality communications services to its customers without interruption and without change in rates, terms or conditions. Furthermore, the proposed transaction will not have a negative impact on competition. No existing or potential competitors will be eliminated as a result of the proposed transaction. To the contrary, the proposed transaction will provide Benchmark the financial and operational ability to continue to provide service to its customers, thereby furthering the Commission's policies favoring increased competition and greater diversity and quality of services. This will enable Benchmark to be a more effective competitor in the markets in which it operates,

which will further benefit consumers by bringing a diversity of services at competitive prices.

III. INFORMATION REQUIRED BY SECTION 63.24(E) OF THE COMMISSION'S RULES

In support of this Application, the Applicants submit the following information pursuant to Section 63.24(e) of the Commission's Rules, including the information requested in Section 63.18:

- (a) Name, address and telephone number of the Applicants:

Licensee:

Benchmark Communications, LLC
106 Metairie Lawn
Suite 220
Metairie, Louisiana 70001
Tel: (504) 293-4000

Transferor:

TDMM Cable Funding, LLC
c/o Phillips Lytle LLP
125 Main Street
One Canalside
Buffalo, NY 14203
Through William J. Brown, Receiver

Transferee:

Hunt Telecommunications, LLC
106 Metairie Lawn
Suite 220
Metairie, Louisiana 70001
Tel: (504) 293-4000

- (b) Licensee:

Benchmark is a limited liability company organized under the laws of the State of Louisiana. BENCHMARK holds domestic and international authority pursuant to section 214 of the Act. Authority was granted in File No. ITC-214-20041005-00393.

Transferor:

TDMM (through its Receiver, William J. Brown) is a limited liability company organized under the laws of the State of Florida. TDMM does not hold domestic or international authority pursuant to section 214 of the Act.

Transferee:

Hunt is a limited liability company organized under the laws of the State of Louisiana. Hunt holds domestic and international authority pursuant to Section 214 of the Act. Authority was granted in File No. ITC-214-20140114-00010.

- (c) Correspondence concerning this Application should be sent to:

For Hunt:

Leon Nowalsky, Esq.
Nowalsky & Gothard, APLLC
1420 Veterans Blvd.
Metairie, LA 70005
Telephone (504) 832-1984

For TDMM and Benchmark:

William J. Brown, Esq., Receiver
Phillips Lytle LLP
125 Main Street
One Canalside
Buffalo, NY 14203 Telephone (518) 473-1224

- (d) Benchmark is authorized by the Commission in File No. File No. ITC-214-20041005-00393 to provide international telecommunications services on a global or limited global facilities-based and resale basis. TDMM does not hold Section 214 authority.

Responses (e) through (g) are not applicable to this Application.

- (h) Following the transaction described herein, Benchmark will be a 100% wholly-owned subsidiary of Hunt.

The following individuals own 10% or more of the equity or voting interests in Hunt:

Name: Kevin Hunt, an individual

Address: 42068 Fire Tower Road
Ponchatoula, LA 70454
Citizenship: United States
Principal Business: Telecommunications
Percentage of
Equity in Hunt: 24% direct

Name: Jason Hunt, an individual
Address: 42068 Fire Tower Road
Ponchatoula, L 70434
Citizenship: United States
Principal Business: Telecommunications
Percentage of
Equity in Hunt: 24% direct

Name: Robert Leithman, an individual
Address: 613 Jefferson Avenue
Metairie, LA 70001
Citizenship: United States
Principal Business: Telecommunications
Percentage of
Equity in Hunt: 17.335% direct

Name: Madeleine G. Leithman, an individual
613 Jefferson Avenue
Metairie, LA 70001
Citizenship: United States
Principal Business: Investor
Percentage of
Equity in Hunt 14.701% direct

No other person or entity holds 10% or more of the equity or voting interests in Hunt.

- (i) Applicants certify that they are not, and following the proposed transaction will not be, affiliated with any foreign carrier within the meaning of section 63.09(d) and (e).
- (j) The Applicants certify that they do not seek authority to provide service to any country described in paragraphs (1) through (4) of section 63.18(j).
- (k) Not applicable.
- (l) Not applicable.

- (m) Not applicable.
- (n) Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) Applicants certify that no party to the Application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) This international section 214 Application qualifies for streamlined processing pursuant to section 63.12 because the applicants are not affiliated with any foreign carriers; are not affiliated with any dominant U.S. carriers whose international switched or private line services the applicant seeks authority to resell; and do not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines. This Application therefore should be granted, pursuant to section 63.12(a), fourteen days after the date of public notice listing this Application as accepted for filing.

IV. INFORMATION REQUIRED BY SECTION 63.04(B) OF THE COMMISSION'S RULES

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the additional information required for the domestic Section 214 transfer of control application is provided in *Exhibit A*.

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V. CONCLUSION

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

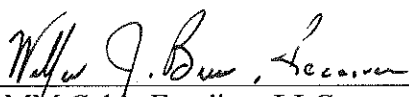
Hunt Telecommunications, LLC



Leon Nowalsky, Esq. *for*
Nowalsky & Gothard, APLLC
1420 Veterans Blvd.
Metairie, LA 70005

Counsel to Transferee

Benchmark Communications, LLC
("Licensee") and TDMM Cable Funding,
LLC through William J. Brown, Receiver
("Transferor")



TDMM Cable Funding, LLC
By its Receiver, William J. Brown, Esq.
Phillips Lytle, LLP
125 Main Street
One Canalside
Buffalo, NY 14203

Date: 7-18-2014

EXHIBIT A

DOMESTIC SECTION 214 TRANSFER OF CONTROL INFORMATION

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04, the Applicants provide the following information in support of their request.

63.04(b)(6): Description of the Transaction

The proposed transaction is described in Section II of the Application.

63.04(b)(7): Description of Geographic Service Area and Services in Each Area

A description of the geographic service areas and services provided in each area is described in Sections I and IV of the Application.

63.04(b)(8): Presumption of Non-Dominance and Qualification for Streamlining

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2), because (1) the proposed transaction will result in Hunt (including its affiliates, as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange market of less than 10 percent; (2) Hunt (through Benchmark, including their respective affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) neither Hunt, Benchmark, nor any of their respective affiliates are regulated as dominant with respect to any service.

63.04(b)(9): Other Pending Commission Applications Concerning the Proposed Transaction

None.

63.04(b)(10): Special Considerations

None.

63.04(b)(11): Waiver Requests (If Any)

None.

63.04(b)(12): Public Interest Statement

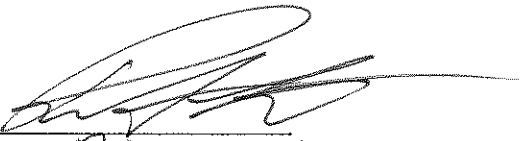
The proposed transaction is in the public interest for the reasons detailed in Section III of the Application.

STATE OF LOUISIANA

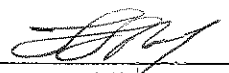
PARISH OF JEFFERSON

VERIFICATION

I, ROBERT LEITHMAN, am the PRESIDENT of Hunt Telecommunications, LLC and am authorized to make this verification on its behalf. The statements made in the foregoing Application are true of my own knowledge, except as to those matters which are therein stated on information and belief, and as to those matters I believe them to be true.

By: 
Name: Robert Leithman
Title: President

Sworn to and subscribed before me, Notary Public, in and for the State and Parish named above, this 18th day of JULY, 2014


Notary Public

LEON L. NOWALSKY
Notary Public, State of Louisiana
My Commission is issued for life.
Notary Number : 4339

My commission expires: AT DEATH

STATE OF New York

COUNTY OF Erie

VERIFICATION

I, William J. Brown, acting in my capacity as the Receiver of the outstanding equity interests of Benchmark Communications, LLC am authorized to make this verification on its behalf. The statements made in the foregoing Application are true of my own knowledge, except as to those matters which are therein stated on information and belief, and as to those matters I believe them to be true.

By: William J. Brown, Esq.
Name: William J. Brown, Esq.
as Receiver

Phillips Lytle, LLP
125 Main Street
One Canalside
Buffalo, NY 14203

Sworn to and subscribed before me, Notary Public, in and for the State and County named above,
this 17th day of July, 2014

Karen M. Ludlow
Notary Public

My commission expires: 12/22/2016

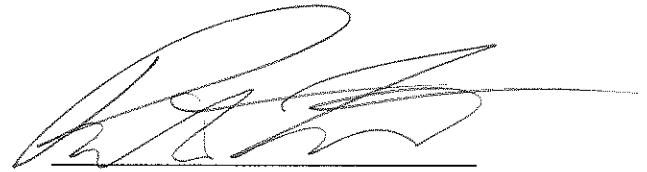
KAREN M. LUDLOW
No. 01HA6000701
Notary Public, State of New York
Qualified in Erie County
My Commission Expires 12/22/20 16

State of LOUISIANA
County of JEFFERSON
Parish

AFFIDAVIT

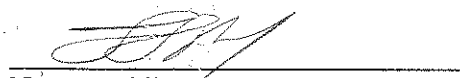
The applicant below certifies that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.

By:



Robert Leithman
Hunt Telecommunications, LLC

Sworn to and subscribed before me this
18th day of JULY, 2014


Notary Public

My commission expires AT DEATH

LEON L. NOWALSKY
Notary Public, State of Louisiana
My Commission is issued for life.
Notary Number : 4339

State of Louisiana
Parish Jefferson
County of Jefferson

AFFIDAVIT

The applicant below certifies that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.

By: Mark Guidry
Mark Guidry
Benchmark Communications, LLC

Sworn to and subscribed before me this
2nd day of May, 2014

Aren C. Villaronga
Notary Public **Aren C. Villaronga**

My commission expires at death

