

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

In the Matter of	)
	)
<b>Benchmark Communications, LLC</b>	)
<i>Licensee</i>	)
	)
<i>And</i>	)
	)
<b>Hunt Telecommunications, LLC</b>	)
<i>Transferor</i>	)
	)
<b>Crescent Affiliates, Inc.</b>	)
<i>Transferor</i>	)
	)
<b>JMF Solutions, Inc.</b>	)
<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”), by and through its members, Hunt Telecommunications, LLC (“Hunt”) and Crescent Affiliates, Inc. (“Crescent”) (“Hunt” and “Crescent” together with Benchmark, the “Transferors”) and JMF Solutions, Inc. (“JMF Solutions” or “Transferee”) (collectively referred to as “Applicants”) hereby request authority pursuant to Section 214 of the Communications 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 one hundred percent (100%) of the equity interests of Benchmark from Hunt and Crescent to JMF

Solutions. On August 25 2017, the Applicants entered into an Agreement for Purchase of LLC Interest (the “Agreement”), whereby JMF Solutions proposes to acquire one-hundred percent (100%) of the outstanding membership interests in Benchmark from Hunt and Crescent.<sup>1</sup>

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. Hunt current provides local, long distance, Hosted PBX, VoIP and data services in the State of Louisiana. Crescent Affiliates, Inc. is an investment company located in Metairie, Louisiana and holds no telecommunications licenses. JMF Solutions is a Alabama corporation located in Daphne, Alabama. 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

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<sup>1</sup> Hunt is a wholly-owned subsidiary of Uniti Group Inc., a REIT located in Little Rock, Arkansas.

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 JMF Solutions (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) JMF Solutions (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 JMF Solutions, 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) JMF Solutions is not affiliated with any dominant U.S. carrier whose services JMF Solutions (through Benchmark) may resell; (2) JMF Solutions 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, specifically Alabama, Florida, Louisiana, and Mississippi.

Benchmark is authorized by the Commission to provide domestic telecommunications services pursuant to 47 C.F.R. §63.01 and to provide international

telecommunications services on a global or limited global facilities-based and resale basis pursuant to File No. ITC-214-20041005-00393. Benchmark will continue to hold its Commission authorizations following the transfer of control.

Prior to the proposed transaction, Benchmark is 50% owned by Hunt and 50% owned by Crescent, as is more fully described herein.

**B. CRESCENT AFFILIATES, INC. (FRN 0026352435)**

Crescent is a Louisiana corporation formed in Metairie, Louisiana. Crescent is located at 106 Metairie Lawn Drive, Suite 220, Metairie, LA 70001. Crescent 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 domestic or international telecommunications services.

**C. HUNT TELECOMMUNICATIONS, LLC (FRN 0011210416)**

Hunt, a Louisiana limited liability company, is located at 106 Metairie Lawn Dr., Suite 200, Metairie, LA 70001. Hunt currently provides local, long distance, Hosted PBX, VoIP and data services in the State of Louisiana. Hunt is authorized by the Commission to provide domestic telecommunications services pursuant to 47 C.F.R. §63.01 and to provide international telecommunications services on a global or limited global facilities-based and resale basis pursuant to File No. ITC-214-20140114-00010. Hunt is a wholly-owned subsidiary of Uniti Group Inc., a Maryland corporation with headquarters in Little Rock, Arkansas.

**D. JMF SOLUTIONS, LLC (FRN 019000462)**

JMF Solutions, Inc. is an Alabama corporation located at 1008 Randall Avenue, Daphne, AL 36526. JMF is a provider of interconnected VoIP and Cloud

telecommunications services in the states of Alabama and Florida. JMF does not own fiber in the same buildings where Benchmark currently provides service.

## **II. DESCRIPTION OF THE TRANSACTION**

By this Application, the Applicants request approval for the transfer of control of one-hundred percent (100%) of the membership interests of Benchmark from Hunt and Crescent to JMF Solutions. Pursuant to the Agreement, JMF Solutions will become the one-hundred percent (100%) percent owner of Benchmark.

## **III. 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 one-hundred percent (100%) percent of the membership interests in Benchmark by JMF Solutions, Benchmark will be able to continue to provide high-quality, uninterrupted services to its customers. With the additional business contacts provided by JMF Solutions, Benchmark will both expand its customer base and expand its geographic reach to be better able to serve its customers with domestic and international communications needs. The key senior management and day-to-day management of Benchmark will remain with the company 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 with greater operational abilities to continue to provide new and current services 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.

#### **IV. 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

Transferors:

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

Crescent Affiliates, Inc.  
106 Metairie Lawn  
Suite 220  
Metairie, Louisiana 70001

Transferee:

JMF Solutions, Inc.  
1008 Randall Avenue  
Daphne, AL 36526

(b) Licensee:

Benchmark is a limited liability company organized under the laws of the State of Louisiana. Benchmark holds authority to provide domestic telecommunications services pursuant to 47 C.F.R. §63.01 and to provide international telecommunications services on a global or limited global facilities-based and resale basis pursuant to File No. ITC-214-20041005-00393.

Transferors:

Hunt is a limited liability company organized under the laws of the State of Louisiana. Hunt holds authority to provide domestic telecommunications services pursuant to 47 C.F.R. §63.01 and to provide international telecommunications services pursuant to File No. ITC-214-20140114-00010.

Crescent is a corporation under the laws of the State of Louisiana. Crescent does not hold any telecommunications licenses.

Transferee:

JMF Solutions is a corporation organized under the laws of the State of Alabama. JMF Solutions holds authority to provide domestic telecommunications services pursuant to 47 C.F.R. §63.01

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

Leon Nowalsky, Esq.  
Nowalsky & Gothard, APLLC  
1420 Veterans Blvd.  
Metairie, LA 70005  
Telephone (504) 832-1984  
[lnowalsky@nbglaw.com](mailto:lnowalsky@nbglaw.com)

Jeffrey R. Strenkowski  
Uniti Group Inc.  
10802 Executive Center Drive  
Suite 300  
Little Rock, AR 72211  
Telephone: 301-774-0461  
[jeffrey.strenkowski@uniti.com](mailto:jeffrey.strenkowski@uniti.com)

- (d) Benchmark is authorized by the Commission pursuant to File No. ITC-214-20041005-00393 to provide international telecommunications services on a global or limited global facilities-based and resale basis.

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

- (h) Following the transaction described herein, Benchmark will be 100% owned by JMF Solutions.

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

A. Pre-Transaction Ownership of Benchmark:

Name: Crescent Affiliates, Inc.  
Address: 106 Metairie Lawn, Suite 220 Metairie, Louisiana  
70001  
Citizenship: United States  
Principal Business: Investments  
Ownership: 50% direct in Benchmark

Name: Mark L. Guidry, an individual  
Address: 426 Dorrington Blvd. Metairie, LA 70005  
Citizenship: United States  
Principal Business: Investor  
Ownership: 50% direct in Crescent, and 25% indirect in  
Benchmark

Name: Joan P. Guidry  
Address: 426 Dorrington Blvd. Metairie, LA 70005  
Citizenship: United States  
Principal Business: Investor  
Ownership: 50% direct in Crescent, and 25% indirect in  
Benchmark

Name: Hunt Telecommunications, LLC  
Address: 106 Metairie Lawn, Suite 220  
Metairie, Louisiana 70001  
Citizenship: United States  
Principal Business: Telecommunications  
Ownership: 50% direct in Benchmark

Name: Uniti Holdings LP  
Address: 10802 Executive Drive, Benton Building, Suite 300  
Little Rock, Arkansas 72211



Ownership: 100% directly in Hunt (50% indirectly in Benchmark)  
Citizenship: Delaware  
Principal Business: Holding Company

Name: Uniti Holdings GP, LLC  
Address: 10802 Executive Drive, Benton Building, Suite 300  
Little Rock, Arkansas 72211  
Ownership: Non-economic General Partner in Uniti Holdings LP (100% indirectly in Hunt and 50% indirectly in Benchmark)  
Citizenship: Delaware  
Principal Business: Holding Company

Name: Uniti Group LP  
Address: 10802 Executive Center Drive, Benton Building, Suite 300 Little Rock, Arkansas 72211  
Ownership: 100% directly in Uniti Holdings GP, LLC, and 100% directly and indirectly in Uniti Holdings LP (through ownership in Uniti Holdings GP, LLC)  
Citizenship: Delaware  
Principal Business: Holding Company

Name: Uniti Group LP LLC  
Address: 10802 Executive Center Drive, Benton Building, Suite 300 Little Rock, Arkansas 72211  
Ownership: 1% directly in New OP, LP  
Citizenship: Delaware  
Principal Business: Holding Company

Name: Uniti Group Inc. (NASDAQ: UNIT)  
Address: 10802 Executive Drive, Benton Building, Suite 300 Little Rock, Arkansas 72211  
Ownership: General Partner and 99% ownership directly in Uniti Group LP, and 100% in Uniti Group LP LLC (thus, 100% indirectly in Hunt, and 50% indirectly in Benchmark)  
Citizenship: Maryland  
Principal Business: Real Estate Investment Trust

Uniti Group Inc. is a publicly traded company. No person or entity holds 10% or more of the ownership of Uniti Group Inc. Uniti Group Inc. does not provide telecommunications services in its own right. It owns and operates a number of licensed telecommunications providers in all states and the District of Columbia, except Alaska, California and Hawaii.

B. Post-Closing Ownership of Benchmark:

Name: JMF Solutions, Inc.  
Address: 1008 Randall Avenue, Daphne, AL 36526  
Citizenship: United States  
Principal Business: Interconnected VoIP and Cloud Service Provider  
Ownership: 100% direct in Benchmark

Name: John Michael Francis, II, an individual  
Address: 6790 South Winding Brook Drive, Fairhope, AL 36533  
Citizenship: United States  
Principal Business: Investor  
Ownership: 52% direct in JMF Solutions

Name: Blake Svoboda, an individual  
Address: 46 Mussett Bayou Court, SRB, Florida 32459  
Citizenship: United States  
Principal Business: Investor  
Ownership: 17% direct in JMF Solutions

Name: Mark Guidry, an individual  
Address: 426 Dorrington, Metairie, LA 70005  
Citizenship: United States  
Principal Business: Investor  
Ownership: 12% direct in JMF Solutions

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

- (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. *See* 21 U.S.C. § 853(a), *see also* 47 C.F.R. §§ 1.2001-1.2003.
- (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.

#### **V. INFORMATION REQUIRED BY SECTION 63.04(B) OF THE COMMISSION'S RULES**

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

**VI. CONCLUSION**

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

Date: 9-22-17

Respectfully submitted,

**Benchmark Communications, LLC**

**Crescent Affiliates, Inc.**

**Hunt Telecommunications, LLC**

**JMF Solutions, Inc.**

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

Counsel to Transferee and Transferors

Date: 9-22-17

## EXHIBIT A

### DOMESTIC SECTION 214 TRANSFER OF CONTROL INFORMATION

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

63.04 (a)(1): Name, address and telephone number of each Applicant:

Please refer to response to Section IV (a) above.

64.04(a)(2): Jurisdiction of Organizations:

Please refer to response to Section IV (b) above

64.04(a)(3): Correspondence concerning this Application should be sent to:

Please refer to response to Section IV (c) above.

63.04(a)(4): Ownership Information

Please refer to response to Section IV (h) above.

63.04(a)(5): Anti-Drug Abuse Act Certification

Please refer to response to Section IV (o) above.

**63.04(a)(6): Description of the Transaction**

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

**63.04(a)(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(a)(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 Benchmark (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) JMF Solutions (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, Crescent, Benchmark, or JMF Solutions, nor any of their respective affiliates are regulated as dominant with respect to any service.

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

None.

**63.04(a)(10): Special Considerations**

None.

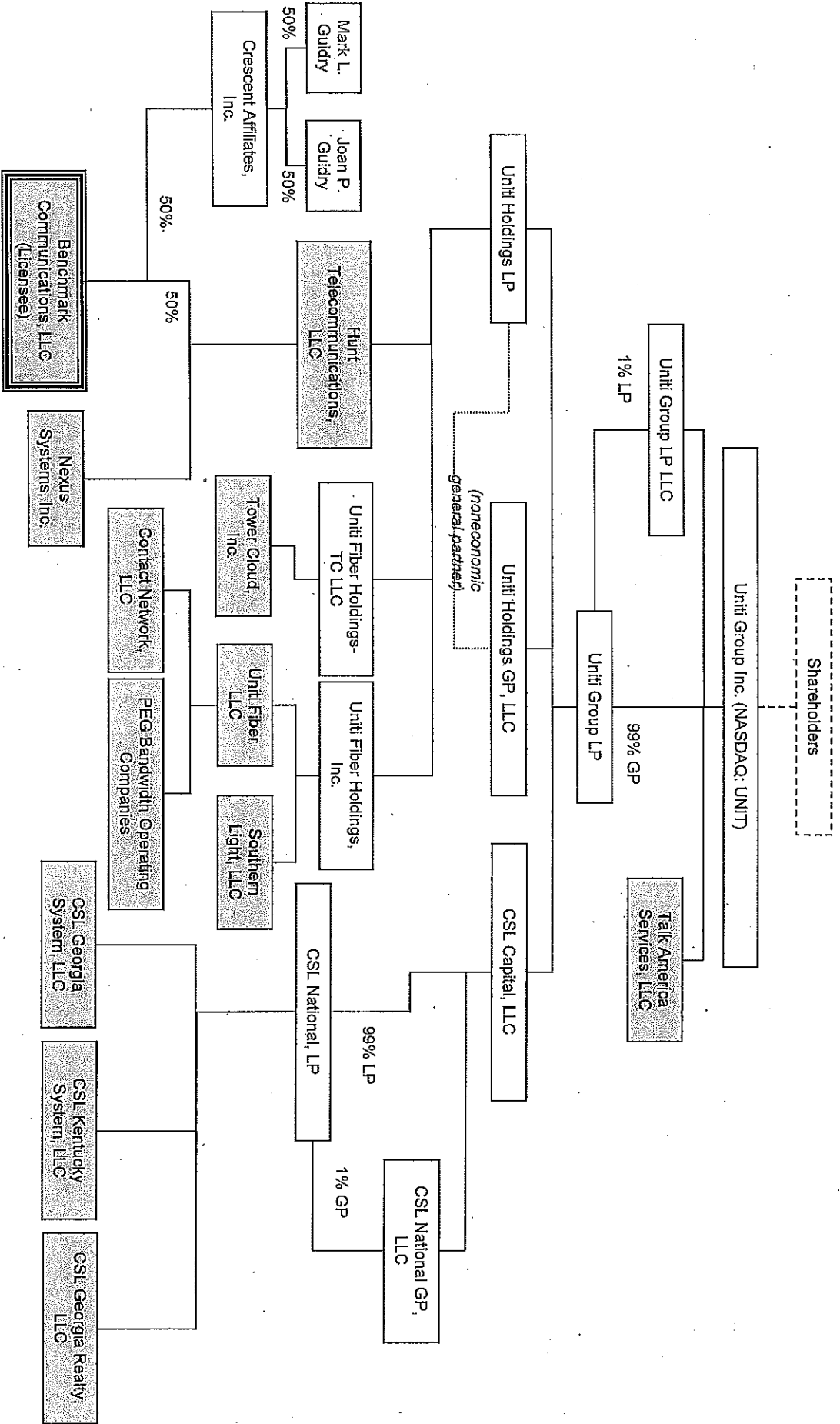
**63.04(a)(11): Waiver Requests (If Any)**

None.


**63.04(a)(12): Public Interest Statement**


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

# Pre-Transaction Organizational Chart

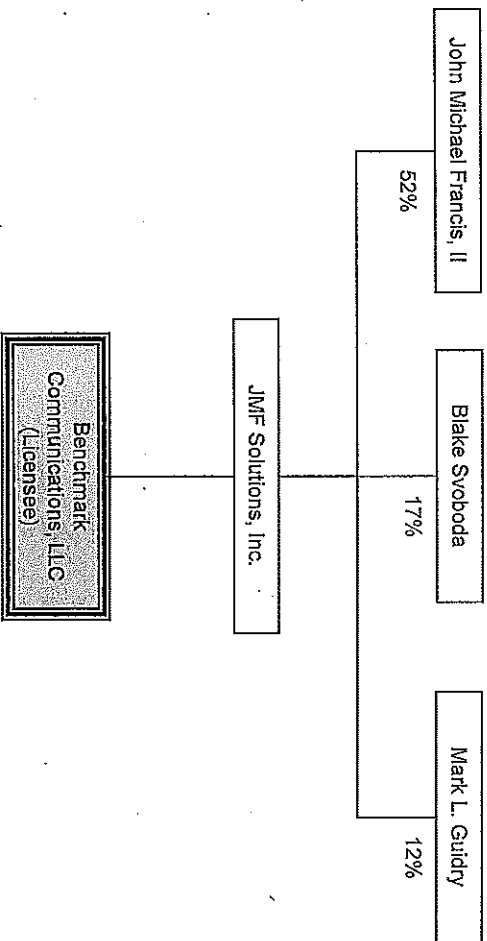


Unless otherwise indicated all ownership percentages are 100%.



 Licensed in one or more jurisdictions.

 Not licensed in any jurisdiction.

# Post-Transaction Organizational Chart



Unless otherwise indicated all ownership percentages are 100%.

-  Licensed in one or more jurisdictions.
-  Not licensed in any jurisdiction.

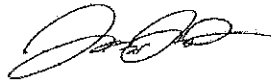


STATE OF Alabama §

COUNTY OF Baldwin §

**VERIFICATION**

I, John Michael Francis, II, hereby declare that I am CEO of JMF Solutions, Inc. (“JMF Solutions”); that I am authorized to make this Verification on behalf of JMF Solutions, that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



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John Michael Francis, II  
CEO  
JMF Solutions, Inc.

STATE OF LOUISIANA

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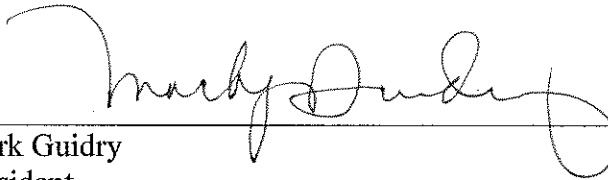
PARISH OF JEFFERSON

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**VERIFICATION**

I, Mark Guidry, hereby declare that I am President of Benchmark Communications, LLC (“Benchmark”); that I am authorized to make this Verification on behalf of Benchmark, that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

A handwritten signature in cursive script, appearing to read "Mark Guidry", is written over a horizontal line.

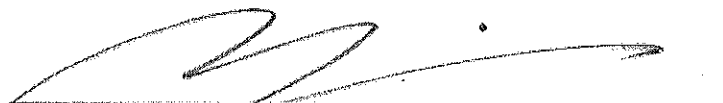
Mark Guidry  
President  
Benchmark Communications, LLC

STATE OF MARYLAND §

COUNTY OF MONTGOMERY §

**VERIFICATION**

I, Jeffrey Strenkowski, hereby declare that I am Vice President, Deputy General Counsel of Governmental Affairs of Uniti Group Inc. ("Uniti"); that I am authorized to make this Verification on behalf of Uniti, that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



Jeffrey Strenkowski  
Vice President, Deputy General Counsel of Governmental  
Affairs  
Uniti Group Inc.