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January 29, 2002

VIA COURIER

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Secretary
Federal Communications Commission

JAN 29 2002

Office of the Secretary
445 12th Street, S.W.
Washington, DC 20554

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Re: Consolidated Edison Communications, Inc. (No FRN)
Pro Forma Assignment of International Section 214 Authorization
To: Con Edison Communications, LLC (FRN: 0006-2544-03)
File No. ITC-214-20001128-00698

Dear Secretary:

On behalf of Consolidated Edison Communications, Inc. ("CECI") and Con Edison Communications, LLC ("CEC LLC") (collectively "CEC"), this letter is to notify the Commission that on December 31, 2001, the above-referenced international Section 214 authorization ("Authorization") was assigned from CECI to CEI as a part of year-end corporate reorganization. The transaction was purely *pro forma* in nature because the ultimate ownership and control of the Authorization remains the same. The transaction therefore is subject to the reporting requirements of Section 63.24 of the Commission's rules. For the Commission's records, attached please find an updated ownership disclosure with certain non-substantive changes to the CEC ownership structure.

Please address any inquiries regarding this matter to the undersigned at 202-424-7500.

Respectfully submitted,



Douglas D. Orvis II
Wendy M. Creeden

cc: David Robinson (CEC)
Zenias Choi (SBSF)

395485

CERTIFICATION

I, David W. Robinson, do hereby certify as follows:

My business address is 132 West 31st Street, 13th Floor, New York, NY 10001.

I am the Vice President and General Counsel of Con Edison Communications, LLC (“CEC LLC”).

CEC LLC is a wholly-owned, indirect subsidiary of Consolidated Edison, Inc. (“CEI”). Consolidated Edison Communications, Inc. (“CECI”) was a wholly-owned, direct subsidiary of CEI.

As a part of a year-end corporate reorganization, CEC LLC and CECI consummated a *pro forma* assignment of International Section 214 Authorization File No. ITC-214-20001128-00698 (“Authorization”) on December 31, 2001. As a result of this reorganization, CECI, the former holder of the Authorization, has merged with and into CEC LLC, with CEC LLC as the surviving entity. Therefore, CEC LLC became the holder of the Authorization. CEI remains the ultimate parent of the new authorized entity, CEC LLC, and therefore the transaction was *pro forma* in nature.

The assignment of authorization from CECI to CEC LLC described above was non-substantial and does not involve a change in the ultimate control of the authorization.

Attached hereto is the ownership information for CEC LLC.

I certify under penalty of perjury that the foregoing is true and correct.

Signed:



Name:

David W. Robinson

Title:

Vice President and General Counsel of
Con Edison Communications, LLC

Information for Con Edison Communications, LLC Required Pursuant to Section 63.18(h):

The following entities hold a ten percent (10%) or greater direct ownership or management interest in **Con Edison Communications, LLC:**

Name: CEC Holding Member, Inc.
Address: 132 West 31st Street
13th Floor
New York, NY 10001
Percentage Held: 99%
Citizenship: U.S.A.
Principal Business: Holding Company

The following entities hold a ten percent (10%) or greater indirect ownership or management interest in Con Edison Communications, LLC, through **CEC Holding Member, Inc.:**

Name: Consolidated Edison Communications Holdings Company, Inc.
Address: 132 West 31st Street
13th Floor
New York, NY 10001
Percentage Held: 100%
Citizenship: U.S.A.
Principal Business: Holding Company

The following entities hold a ten percent (10%) or greater direct ownership or management interest in Con Edison Communications, LLC; through CEC Holding Member, Inc. and through **Consolidated Edison Communications Holdings Company, Inc.:**

Name: Consolidated Edison, Inc.
Address: 4 Irving Place
New York, NY 10003
Percentage Held: 100%
Citizenship: U.S.A.
Principal Business: Holding Company

Interlocking directorates: None