

LAWLER, METZGER, KEENEY & LOGAN, LLC

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December 27, 2010

Via IBFS

Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, DC 20554

Re: **Comcast Phone II, LLC**
Notification pursuant to Sections 63.24(f) and 63.21(h)

Dear Ms. Dortch:

Pursuant to section 214 of the Communications Act of 1934, as amended, and sections 63.24(f) and 63.21(h) of the Commission's rules,¹ Comcast Phone II, LLC ("Comcast Phone II") hereby notifies the Commission that, effective December 1, 2010: (1) Comcast Phone II's direct, wholly-owned subsidiary, Comcast Phone of New York, LLC ("Comcast Phone of NY"), has assigned its international section 214 authorization, ITC-214-20040116-00017,² on a *pro forma* basis to Comcast Phone II; and (2) the wholly-owned subsidiaries of Comcast Phone II listed on Appendix A will operate pursuant to the international section 214 authorization held by Comcast Phone II as a result of the *pro forma* assignment.

Please note this *pro forma* assignment and notification is necessitated because, earlier this year, as part of an internal examination of a proposed internal corporate restructuring, Comcast Phone II became aware that it was erroneously relying on the international section 214 authorization of its sister company, Comcast Phone, LLC, ITC-214-19970801-00449, to provide international services. Both Comcast Phone, LLC and Comcast Phone II are direct, wholly-owned subsidiaries of Comcast Cable Communications, LLC. An organizational chart is attached as Appendix A.

¹ 47 C.F.R. §§ 63.24(f) & 63.21(h).

² This authorization was originally granted to Carmel Telephone Services, Inc., and was assigned to Comcast Phone of New York, LLC in 2006. See IBFS File No. ITC-ASG-20051216-00530.

Pursuant to section 63.24(f)(2)(ii) of the Commission's rules,³ attached is a certification that the assignment is *pro forma* and does not result in any change in the ownership or control of Comcast Phone II, the actual controlling party. The assignment of an international section 214 authorization from a wholly-owned direct subsidiary to its parent corporation qualifies as a presumptively *pro forma* assignment under the Commission's rules.⁴

In accordance with Section 63.24(f) of the Commission's rules, Comcast Phone II provides the following information requested by paragraphs (a) through (d) and (h) of section 63.18 of the Commission's rules:

(a) The address and telephone number of the assignee is:

Comcast Phone II, LLC
One Comcast Center
1701 John F. Kennedy Boulevard
Philadelphia, PA 19103
(215) 286-5286

(b) Comcast Phone II, LLC is a United States limited liability company organized under the laws of Delaware.

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

Andrew D. Fisher
Senior Counsel
Comcast Cable Communications, LLC
One Comcast Center, 50th Floor
Philadelphia, PA 19103
(215) 286-3039
Andrew_Fisher@Comcast.com

with a copy to:

Charles W. Logan
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Counsel to Comcast Phone II, LLC

³ 47 C.F.R. § 63.24(f)(2)(ii).

⁴ 47 C.F.R. § 63.24(d), Note 2.

- (d) Comcast Phone II and its wholly owned subsidiaries provide domestic communications services pursuant to the blanket domestic section 214 authority provided by Section 63.01 of the Commission's rules.⁵ Comcast Phone II has not previously held an international section 214 authorization.
- (h) Comcast Corporation, through wholly-owned intermediate subsidiaries, owns 100 percent of Comcast Phone II. Comcast Corporation is a United States corporation organized under the laws of the Commonwealth of Pennsylvania with a principal place of business at One Comcast Center, 1701 John F. Kennedy Boulevard, Philadelphia, Pennsylvania, 19103 and has a principal business of providing video, voice and data services through its operating subsidiaries. Please note that Mr. Brian L. Roberts, Comcast Corporation's Chairman and Chief Executive Officer, is the beneficial owner of stock that represents 33 1/3 percent of the combined voting power of the two classes of Comcast Corporation's voting common stock. Mr. Roberts is a United States citizen and his address is One Comcast Center, 1701 John F. Kennedy Boulevard, Philadelphia, Pennsylvania, 19103. Mr. Roberts' stock interest is held through his control of BRCC Holdings LLC, a Delaware limited liability company, and certain trusts. Comcast Corporation is a publicly traded corporation whose stock is widely held by members of the public. Based on information available through the Securities and Exchange Commission and other publicly-available information, no other individual or entity beneficially owns directly or indirectly a 10 percent or greater equity or voting interest in Comcast Corporation.

No other person or entity other than Comcast Corporation and its wholly-owned intermediate subsidiaries and, by virtue of his holdings in Comcast Corporation, Mr. Roberts, owns a 10 percent or greater direct or indirect interest in Comcast Phone II.

Comcast Phone, II has no interlocking directorates with any foreign carrier.

In addition, pursuant to section 63.21(h) of the Commission's rules,⁶ effective December 1, 2010, the wholly-owned subsidiaries of Comcast Phone II listed on Appendix B provide international service under authority of the international section 214 authorization ITC-214-20040116-00017 held by Comcast Phone II.

Please contact the undersigned counsel if you have any questions regarding this matter.

Respectfully submitted

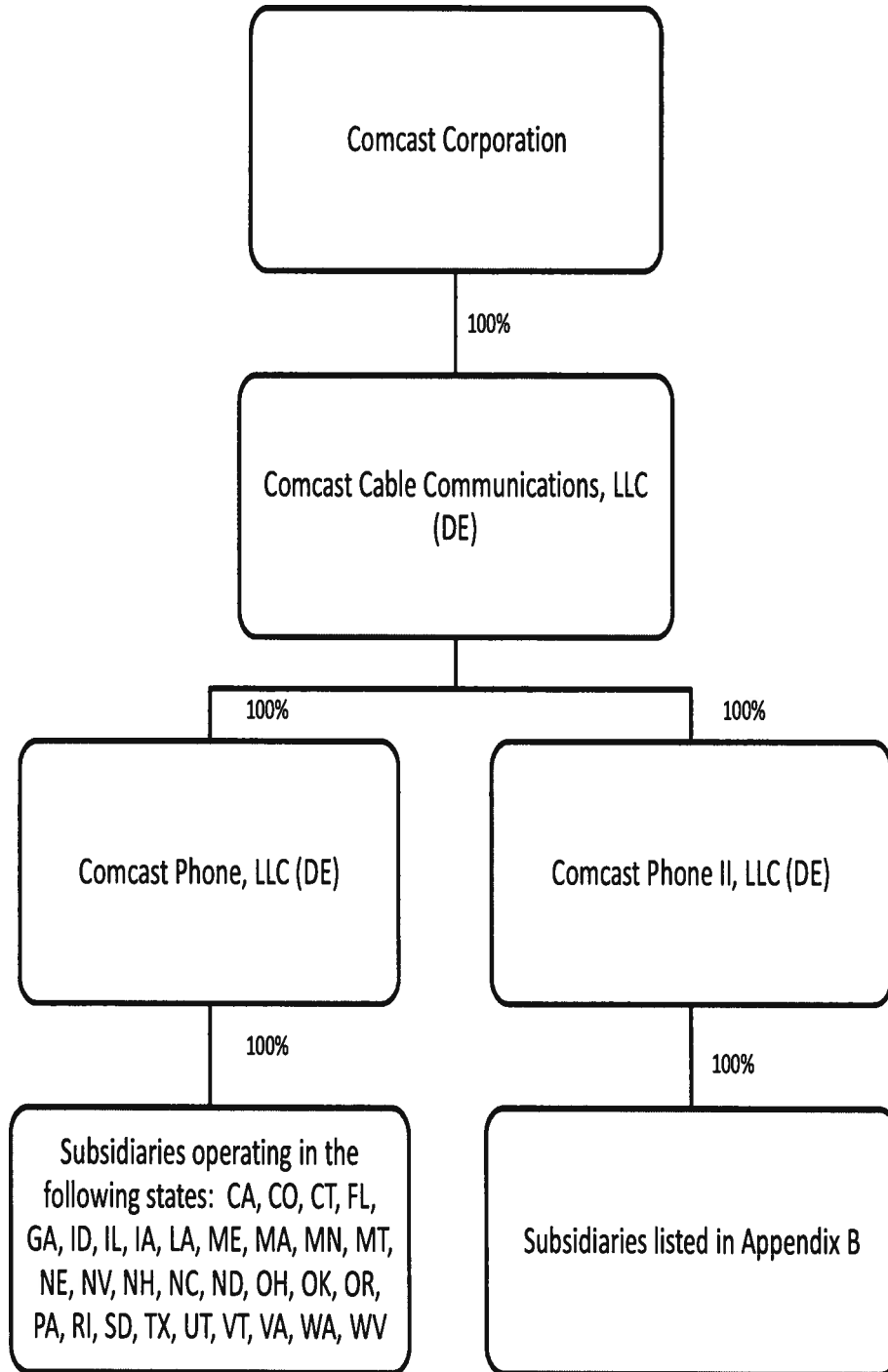
/s/ Charles W. Logan
Charles W. Logan
Counsel for Comcast Phone II, LLC

Attachments (3)

⁵ 47 C.F.R. § 63.01(a).

⁶ 47 C.F.R. § 63.21(h).

APPENDIX A



APPENDIX B

As of December 1, 2010, the following wholly-owned subsidiaries of Comcast Phone II, LLC provide international services pursuant to the international Section 214 authorization recently assigned to Comcast Phone II, LLC, File No. ITC-214-20040116-00017:

NAME OF SUBSIDIARY	PLACE OF LEGAL ORGANIZATION
Comcast Phone of Alabama, LLC	Delaware
Comcast Phone of Arkansas, LLC	Delaware
Comcast Phone of Arizona, LLC	Delaware
Comcast Phone of Central Indiana, LLC	Delaware
Comcast Phone of Delaware, LLC	Delaware
Comcast Phone of D.C., LLC	Delaware
Comcast Phone of Kansas, LLC	Delaware
Comcast Phone of Kentucky, LLC	Delaware
Comcast Phone of Mississippi, LLC	Delaware
Comcast Phone of Missouri, LLC	Delaware
Comcast Phone of New Jersey, LLC	Delaware
Comcast Phone of New Mexico, LLC	Delaware
Comcast Phone of New York, LLC	Delaware
Comcast Phone of Northern Maryland, Inc.	Maryland
Comcast Phone of South Carolina, Inc.	South Carolina
Comcast Phone of Tennessee, LLC	Delaware
Comcast Phone of Wisconsin, LLC	Delaware

CERTIFICATION

The undersigned hereby certifies that the assignment of the international Section 214 authorization ITC-214-20040116-0017 from Comcast Phone of New York, LLC to Comcast Phone II, LLC was *pro forma* as described in section 63.24 of the Federal Communications Commission's rules and, together with all previous *pro forma* transactions, does not result in a change in the actual controlling party.

By: /s/ Brian A. Rankin
Brian A. Rankin
Vice President, Deputy General Counsel
Chief Regulatory Counsel
Comcast Cable Communications, LLC
One Comcast Center, 50th Floor
Philadelphia, PA 19103
(215) 286-7325

Dated: December 27, 2010