

ATTACHMENT 1

Notification of a Corporate Restructuring Resulting in a *Pro Forma* Assignment of International Section 214 Authorizations from Comcast Business Communications, Inc. to Comcast Business Communications, LLC and a Related *Pro Forma* Transfer of Control

Answer to Question 10 – Section 63.18(c)-(d):

Information for Assignor, Comcast Business Communications, Inc.:

Contact Information:

Frank La Fontaine
Deputy General Counsel
Comcast Corporation
300 New Jersey Avenue NW, Suite 700
Washington, DC 20001
(202) 379-7131
Frank_LaFontaine@comcast.com

International Section 214 Authorizations:

Comcast Business Communications, Inc., sometimes doing business as Comcast Long Distance, held international Section 214 authority to provide resale telecommunications services under Section 63.18 of the Commission's rules:

- File No. ITC-214-19961122-00591 (old file no. ITC-96-642), for authority to provide limited global resale service pursuant to 47 C.F.R. § 63.18(e)(2), excluding the United Kingdom; and
- File No. ITC-214-19961122-00593 (old file no. ITC-96-646), for authority to provide limited global resale service between the United States and the United Kingdom pursuant to 47 C.F.R. § 63.18(e)(2).

These two international Section 214 authorizations are the subject of this *pro forma* assignment (and the related *pro forma* transfer of control).

Information for Assignee, Comcast Business Communications, LLC:

Comcast Business Communications, LLC is a limited liability company organized under the laws of the Commonwealth of Pennsylvania.

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Deputy General Counsel
Comcast Corporation
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Washington, DC 20001
(202) 379-7131
Frank_LaFontaine@comcast.com

International Section 214 Authorizations:

Comcast Business Communications, LLC has no international Section 214 authorizations other than the two above-referenced authorizations assigned to it from Comcast Business Communications, Inc.

Answer to Question 11 – Section 63.18(h):

Comcast Business Communications, LLC is a wholly-owned indirect subsidiary held and controlled by Comcast Corporation.

Name:	Comcast Corporation
Address:	One Comcast Center Philadelphia, PA 19103
Citizenship:	United States. Comcast Corporation is organized under the laws of the Commonwealth of Pennsylvania.
Principal Business:	Communications
Percent of Equity Owned:	100%

Comcast Corporation (“Comcast”) is a publicly traded corporation with stock that is widely held by members of the public. No individual or entity holds, directly or indirectly, a ten percent or greater equity interest in Comcast. Brian L. Roberts, a United States citizen, is Comcast’s Chairman and Chief Executive Officer. Mr. Roberts has or is attributed with the

power to vote stock that represents 33 1/3 percent of the voting power of Comcast's voting common stock. Mr. Roberts's voting interest is held primarily through his control of BRCC Holdings LLC, a Delaware limited liability company of which he is the sole Manager. No other individual or entity has or is attributed with, directly or indirectly, a ten percent or greater voting interest in Comcast.

Comcast owns Comcast Business Communications, LLC through the following ownership chain:

- Comcast holds 100% of the equity of Comcast Holdings Corporation, a Pennsylvania corporation;
- Comcast Holdings Corporation is the sole member holding 100% of Comcast Cable Communications, LLC;
- Comcast Cable Communications, LLC, a Delaware limited liability company, is the sole member holding 100% of Comcast Commercial Services Group Holdings, LLC; and
- Comcast Commercial Services Group Holdings, LLC (formerly named Comcast Business Communications Holdings, LLC), a Delaware limited liability company, is the sole member holding 100% of Comcast Business Communications, LLC.

The principal place of business for each of these entities is One Comcast Center, Philadelphia, PA 19103.

There are no interlocking directorates between Comcast Business Communications, LLC; Comcast Commercial Services Group Holdings, LLC; Comcast Cable Communications, LLC; Comcast Holdings Corporation; or Comcast and any foreign carrier.

Answer to Question 13 – Narrative Description of *Pro Forma* Assignment and Transfer of Control:

As part of a corporate restructuring, two changes were made with respect to Comcast Business Communications, Inc. First, in order to convert the corporation to a limited liability company, Comcast Business Communications, Inc. and Comcast Business Communications,

LLC entered into a Plan of Merger with Comcast Business Communications, LLC as the surviving entity. As noted above, Comcast was and is the ultimate owner and parent entity of both parties to the Plan of Merger. The sole effect of this *pro forma* merger was that all assets and liabilities of Comcast Business Communications, Inc. were deemed to be assigned to and vested in Comcast Business Communications, LLC, effective December 31, 2005. Second, Comcast Telephony Communications, LLC's interest in Comcast Business Communications, LLC was transferred to Comcast Cable Communications, LLC. Note that both Comcast Telephony Communications, LLC and Comcast Cable Communications, LLC are wholly-owned subsidiaries of the same parent – Comcast Holdings Corporation. This *pro forma* transfer of control also was effective on December 31, 2005.

Comcast, on behalf of its subsidiaries, respectfully requests that the Federal Communications Commission (“Commission”) accept this late-filed notification of the *pro forma* assignment and related *pro forma* transfer of control. If appropriate, Comcast also seeks a waiver, pursuant to 47 C.F.R. § 1.3, of 47 C.F.R. § 63.24(f)(2), which requires notice to be filed within thirty days of the completion of a *pro forma* transaction. Section 1.3 of the Commission’s rules provides that any rule may be “waived for good cause shown, in whole or in part, at any time by the Commission.”¹ Specifically, the Commission may waive its rules where the particular facts would make strict compliance inconsistent with the public interest.²

Comcast submits that, in this instance, strict application of the rule would not be in the public interest. The assignor and the assignee in the *pro forma* assignment are the same entity

¹ 47 C.F.R. § 1.3.

² *Numbering Resource Optimization; Petition of California Public Utilities Commission for Waiver of the Federal Communications Commission’s Contamination Threshold Rule*, Order, 18 FCC Rcd 16860, ¶ 9 (2003) (citing *WAIT Radio v. FCC*, 418 F.2d 1153, 1159 (D.C. Cir. 1969), *cert. denied*, 409 U.S. 1027 (1972); *Northeast Cellular Tel. Co. v. FCC*, 897 F.2d 1164, 1166 (D.C. Cir. 1990)).

for all practical purposes, indistinguishable from the perspective of customers or the public at large. Moreover, Comcast continuously has held ultimate control of this licensee, and the disclosable interest holders in Comcast have not changed. The assignee uses the same Federal Taxpayer ID Number and FCC Registration Number as the assignor. Moreover, the assignee has provided continuous, seamless service to the customers in question. The assignee also continuously has complied with other FCC rules and reporting requirements, including by reporting revenues on the company's Form 499 filings.³ Finally, there has been no confusion as to how Comcast or any of its subsidiaries could be contacted by FCC staff, any customer, or any member of the public.

Accordingly, Comcast respectfully submits that neither the public nor the Commission has been impacted negatively by the failure to file a notification of the two changes regarding this licensee entity outlined above. Comcast, therefore, respectfully requests that the Commission accept its late-filed notification of *pro forma* assignment and transfer of control, and reflect that the international section 214 authorizations ITC-214-19961122-00591 and ITC-214-19961122-00593 are held by Comcast Business Communications, LLC.

³ Comcast Business Communications, LLC, files Forms 499 under Filer ID 812736.