

REQUEST TO ESTABLISH DOCKET
(PLEASE TYPE)

Date: June 12, 1997

Docket No. 970718-TA

1. Division Name/Staff Name: Communications/T. Williams
2. OPR: T. Williams/J. Strong
3. OCR: _____

4. Suggested Docket Title: Request for name change on Alternative Access Vendor with Alternative Local Exchange Company Authority Certificate No. 3172 from FLORIDA TELECOMMUNICATIONS SERVICES, INC. (TA015) to COMCAST TELEPHONE COMMUNICATIONS OF FLORIDA, INC.; and name change on Alternative Access Vendor with Alternative Local Exchange Company Authority Certificate No. 3118 from MH LIGHTNET OF FLORIDA, INC. (TA009) to COMCAST MH TELEPHONE COMMUNICATIONS OF FLORIDA, INC.; and request for transfer of control of Comcast Corporation from Ralph J. Roberts to Brian L. Roberts.

5. Suggested Docket Mailing List (attach separate sheet if necessary)

- A. Provide NAMES ONLY for regulated companies or ACRONYMS ONLY regulated industries, as shown in Rule 25-22.104, F.A.C.
- B. Provide COMPLETE name and address for all others. (Match representatives to clients.)

1. Parties and their representatives (if any)

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

2. Interested Persons and their representatives (if any)

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

6. Check one:
- Documentation is attached.
- Documentation will be provided with the recommendation.

GRAHAM & MOODY
ATTORNEYS AT LAW

WILLIAM B. GRAHAM
W. DOUGLAS MOODY, JR.
RICHARD N. SOX, JR.

CERTAIN ATTORNEYS ALSO
ADMITTED IN GEORGIA,
AND TEXAS

ROBERT F. REYES*
GOVERNMENTAL CONSULTANT
*NOT A MEMBER OF THE FLORIDA BAR

June 10, 1997

Mr. Tom Williams
Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

Re: Internal Reorganization of Comcast Companies and
Intrafamily Change of Voting Power

Dear Mr. Williams:

I have enjoyed speaking with you over the past few weeks regarding the above-referenced matters. Please accept this correspondence as a memorialization of our meeting and notification by Comcast to the Florida Public Service Commission ("FPSC") of an internal reorganization of Comcast companies and the intrafamily transfer of voting control of Sural Corporation, the details of which are described below.

First, Florida Telecommunications Services, Inc. ("FTSI") is a direct wholly owned subsidiary of Comcast Network Communications, Inc. ("CNCI"), which is a direct wholly owned subsidiary of Comcast Corporation. As the result of internal corporate restructuring, FTSI will become a direct wholly owned subsidiary of Comcast Telephony Communications Holdings, Inc. At the same time, the name of FTSI will be changed to Comcast Telephony Communications of Florida, Inc. ("CMHTCFL"), in order to bring greater consistency to the names of Comcast's telephony subsidiaries in Florida and in other states. The request for name change by FTSI to the FPSC has already been made through a separate document.

Second, the name of MH Lightnet of Florida, Inc. ("MHLFL") will be changed to Comcast MH Telephony Communications of Florida, Inc. ("CMHTCFL"), which, as above, will bring greater consistency to the names of Comcast's telephony subsidiaries in Florida and in other states. As with FTSI above, the name change sought by MHLFL has been applied for through a request separate from this

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notification of internal reorganization and change of voting power. CMHTCFL will sit in the same position historically enjoyed by MHLFL.

Finally, voting control of Comcast Corporation and its subsidiaries is presently through Sural Corporation ("Sural"). Sural holds approximately 78% of the voting power of all classes of Comcast voting stock. A single individual shareholder of Sural, Ralph J. Roberts, holds approximately 64.7% of the voting power of Sural. Ralph J. Roberts' son, Brian L. Roberts, holds approximately 33.5% of the voting power of Sural.

For continuity of management and estate planning purposes, Ralph J. Roberts, the Chairman of Comcast Corporation and the present controlling shareholder of Sural, intends to transfer approximately one-half of his voting interest in Sural by gift to his son, Brian L. Roberts, the President of Comcast Corporation. After the proposed intrafamily transaction, Ralph J. Roberts will control approximately 33.5% of the voting stock of Sural, and Brian L. Roberts will control approximately 64.7% of the voting stock of Sural. Thus, approximately 31.2% of the voting stock of Sural will be transferred from the control of Ralph J. Roberts to the control of Brian L. Roberts, and Brian L. Roberts will obtain actual control of Sural, Comcast Corporation, and all of its subsidiaries. The control of Sural, Comcast Corporation, and all its subsidiaries will therefor remain in the Roberts family.

All of the changes and transactions described above will have no adverse impact on the managerial, technical and financial abilities of Comcast's telephony subsidiaries in Florida. Nor will the proposed changes and transactions have any negative effect upon Comcast's telephony services and tariffs. In fact, the changes will be entirely transparent to any present and future subscribers of Comcast's telephony service.

I thank you for your attention to this matter and look forward to speaking with you soon.

Very truly yours,


William B. Graham

WBG\kctc