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KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

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September 7, 2001

VIA FEDERAL EXPRESS

Ms. Blanca S. Bayo, Director
Division of Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

Re: Notification of *Pro Forma* Transfer of Control of Comcast Business Communications, Inc. from Comcast Telephony Communications, Inc. to its Affiliate, Comcast Business Communications Holdings, Inc. 011187-TI

Dear Ms. Bayo:

As advised by Nancy Pruitt of the Florida Public Service Commission staff ("Commission"), Comcast Business Communications, Inc. ("CBC")¹, d/b/a Comcast Long Distance, and its parent, Comcast Telephony Communications, Inc. ("CTC"), hereby respectfully notify the Commission of their intent to undertake a minor restructuring of CBC's ownership to reflect the addition of a new holding company, Comcast Business Communications Holdings, Inc. ("Holdings" and together with CBC and CTC, the "Parties") as the immediate parent of CBC.² This change of ownership is *pro forma* only as the ultimate owner of CBC is and will remain Comcast Corporation. This minor restructuring does not involve the transfer of operating authority and therefore will not affect the identity of the utility entity providing service or the terms and conditions under which services currently are being provided in Florida.

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1 Comcast Business Communications, Inc. was formerly known as Comcast Telecommunications, Inc.

2 CBC is authorized to provide long distance service in the State of Florida. See Docket No. 940140-TI, dated May 3, 1994.

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¹ Comcast Business Communications, Inc. was formerly known as Comcast Telecommunications, Inc.

² CBC is authorized to provide long distance service in the State of Florida. See Docket No. 940140-TI, dated May 3, 1994.

I. PARTIES

Comcast Business Communications, Inc., a Pennsylvania corporation headquartered at 650 Centerton Road, Moorestown, New Jersey 08057, is a wholly owned subsidiary of CTC. CBC is authorized to provide domestic interstate and international service by the FCC. CBC is also authorized to provide intrastate interexchange service in the 48 continental United States, including Florida, and local exchange service in 7 states and the District of Columbia, not including Florida. CBC currently serves largely business customers and a small number of residential customers.

Comcast Business Communications Holdings, Inc.³, a Delaware corporation headquartered at 1500 Market Street, Philadelphia, Pennsylvania 19102-2148, is an existing, indirect subsidiary of Comcast Corporation. As a holding company, Holdings is not expected to be actively engaged in business in Florida. Accordingly, it is not anticipated that Holdings will need to qualify to do business within Florida.

Comcast Telephony Communications, Inc., a Delaware corporation located at 1500 Market Street, Philadelphia, Pennsylvania 19102-2148, is the current parent of CBC as well as other business entities. All of CTC's stock is owned by Comcast Corporation, a publicly traded company. Upon completion of the restructuring, CTC will hold all the stock of Holdings which, in turn, will hold all the stock of CBC. As is evident, the insertion of Holdings as a new intermediate holding company does not affect the ultimate ownership and control of CBC by Comcast Corporation.

II. DESCRIPTION OF THE TRANSACTION

The internal corporate restructuring described in this Notification is intended to establish a new holding company with respect to certain lines of business which are interrelated and to streamline operations. This restructuring also will permit Holdings to implement an incentive stock option plan for employees which will enable them to participate in the success of the specific enterprises in which they are ultimately engaged.

In the first step of the restructuring, Comcast Corporation will contribute its stock in Holdings to CTC thus making Holdings a direct subsidiary of CTC. In the second step, CTC will contribute its shares of CBC and certain other entities to Holdings, thus making Holdings the direct parent of CBC and the other entities. The ownership structure relevant to CBC before and after the changes proposed herein are reflected on the charts submitted herewith as *Exhibit B*.

³ As noted, Holdings is an existing subsidiary of Comcast Corporation. It is currently named Comcast Online Holdings, Inc., but at or prior to closing its name will be changed to Comcast Business Communications Holdings, Inc. Holdings is a Delaware corporation and a copy of its Articles of Incorporation are included as *Exhibit A*.

III. PUBLIC INTEREST ANALYSIS

This minor restructuring will not adversely affect the public interest. It involves no change in the entity providing service to customers nor does it propose any change to the terms and conditions of such service. All existing tariffs will remain in place. The restructuring does not affect the technical or financial qualifications of CBC as all technical and financial resources previously available to it will continue to be available. The scope of those resources can be seen in the publicly available Securities and Exchange Commission filings of Comcast Corporation, which is publicly traded.⁴ The change in the identity of the entity owning the stock of CBC will not involve any change in the management of CBC. The existing officers and directors will remain the same as will the customer and regulatory contacts for CBC, although, of course, changes may occur with the passage of time as they might even if there were no change in ownership. Thus, this transaction will be completely transparent to customers.

CBC competes with numerous other interexchange carriers and enhanced network providers as well as the incumbent local exchange carriers and other competitive local exchange carriers. Because the public interest is best served by assuring the presence of numerous telecommunications competitors, it is important to provide such competitors with the flexibility to arrange their ownership in the manner they deem most appropriate to carry on their business so long as there is no adverse impact on the public. To deny such flexibility would discourage new competitors from entering the state and would encourage existing competitors to seek a more favorable regulatory environment elsewhere, neither of which would enhance the public interest. Finally, Comcast Corporation, the ultimate publicly held parent of CBC and its affiliates, is subject to the jurisdiction of the U.S. Securities and Exchange Commission, which also serves to protect the interests of investors and consumers in Florida.

⁴ A hard copy of Comcast Corporation's most recent SEC Form 10Q will be provided upon request.

Ms. Blanca S. Bayo, Director
Division of Records and Reporting
Florida Public Service Commission
September 7, 2001
Page 4 of 4

Enclosed please find two (2) copies of this letter for your records. Enclosed please also find a duplicate of this letter and a self-addressed, stamped envelope. Please date-stamp the duplicate upon receipt and return it in the envelope provide. Please feel free to contact Brett Heather Freedson at (202) 887-1211 if you have any questions.

Respectfully submitted,

COMCAST BUSINESS COMMUNICATIONS, INC.
COMCAST BUSINESS COMMUNICATIONS HOLDINGS, INC.
COMCAST TELEPHONY COMMUNICATIONS, INC.

By: Brett H. Freedson
James J. Freeman
Brett Heather Freedson
KELLEY DRYE & WARREN LLP
1200 19th Street, N.W., Suite 500
Washington, D.C. 20036

Their Attorneys

Date: September 7, 2001

cc: Nancy Pruitt, Florida Public Service Commission Staff

EXHIBIT A

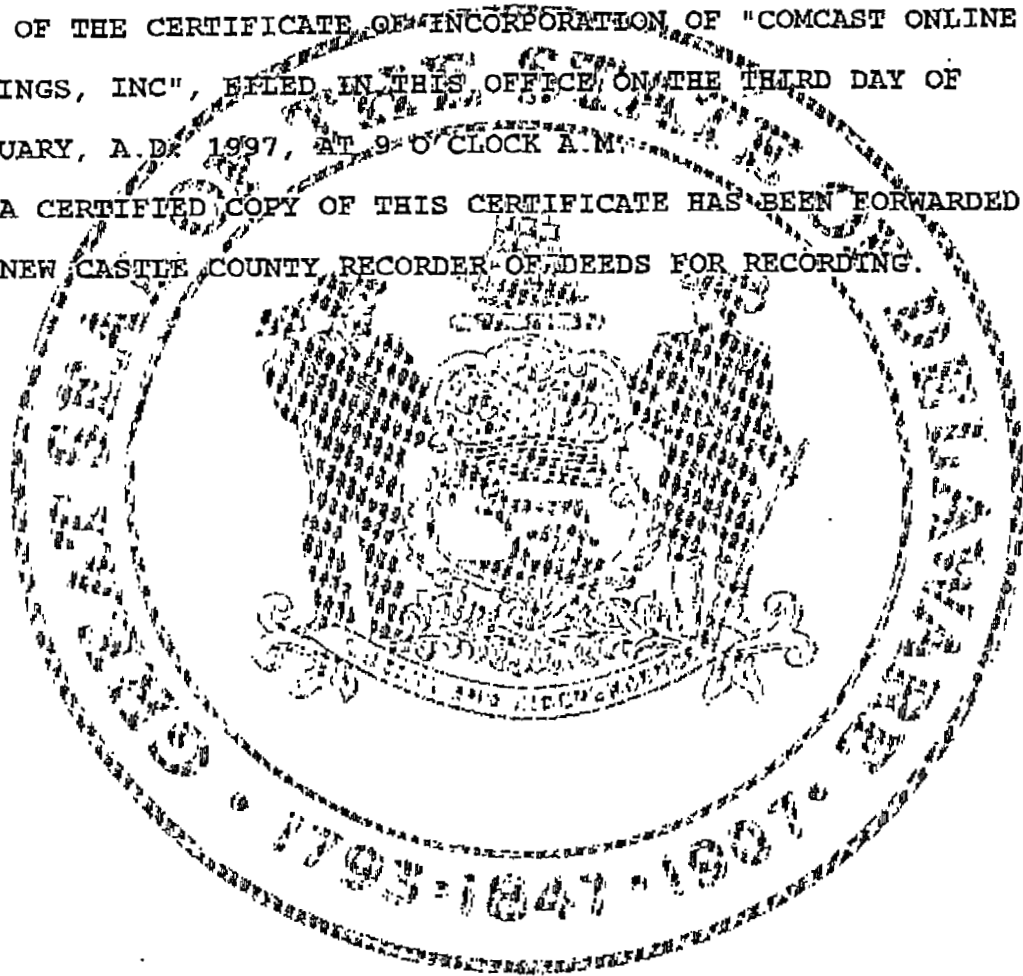
Articles of Incorporation of Comcast Business Communications Holdings, Inc.

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "COMCAST ONLINE HOLDINGS, INC", FILED IN THIS OFFICE ON THE THIRD DAY OF FEBRUARY, A.D. 1997, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel

Edward J. Freel, Secretary of State

2714805 8100
971035574

AUTHENTICATION: 8317390

DATE: 02-05-97

CERTIFICATE OF INCORPORATION
OF
COMCAST ONLINE HOLDINGS, INC.

FIRST: The name of the corporation is:

Comcast Online Holdings, Inc.

SECOND: The address of its registered office in the State of Delaware is:
1105 N. Market Street, Suite 1219, Wilmington, New Castle County, Delaware, 19801.
The name of its registered agent at such address is: COMCAST DELAWARE SERVICES, INC.

THIRD: The nature of the business or purposes to be conducted or promoted is:

To have unlimited power to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is: 1,000 shares of common stock, par value \$.01 per share.

FIFTH: The name and mailing address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Robert E. Shema	1500 Market Street 35th Floor Philadelphia, PA 19102

SIXTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the corporation.

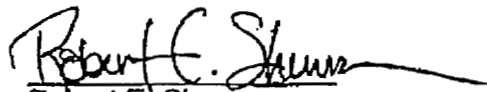
SEVENTH: Elections of directors need not be by written ballot unless the Bylaws of the corporation shall so provide.

EIGHTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the

stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

NINTH: A director of this corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this shall not exempt a director from liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which a director derived an improper personal benefit. In the case of any change in Delaware law which expands the liability of directors, the limited liability of directors shall continue as theretofore to the extent permitted by law; in the case of any change in Delaware law which permits the corporation, without the requirement of any further action by the stockholders or directors of the corporation, to limit further the liability of directors, then such liability thereupon shall be so limited to the extent permitted by law.

IN WITNESS WHEREOF, I have hereunto set my hand this 31st day of January, 1997.


Robert E. Shema
Sole Incorporator



Comcast Corporation
1500 Market Street
Philadelphia, PA 19102-2148
215.665.1700 Tel

August 13, 2001

Jim Freeman
Kelley, Drye & Warren
1200 19th Street, N.W.
Washington, D.C. 20036

RE: Comcast Online Holdings, Inc.

Dear Mr. Freeman:

Per the request of John Sullivan I have enclosed a copy of the Certificate of Incorporation for the above entity as filed with Delaware.

Please let me know if you need anything additional.

Sincerely,

A handwritten signature in black ink, appearing to be "DM", written over the word "Sincerely,".

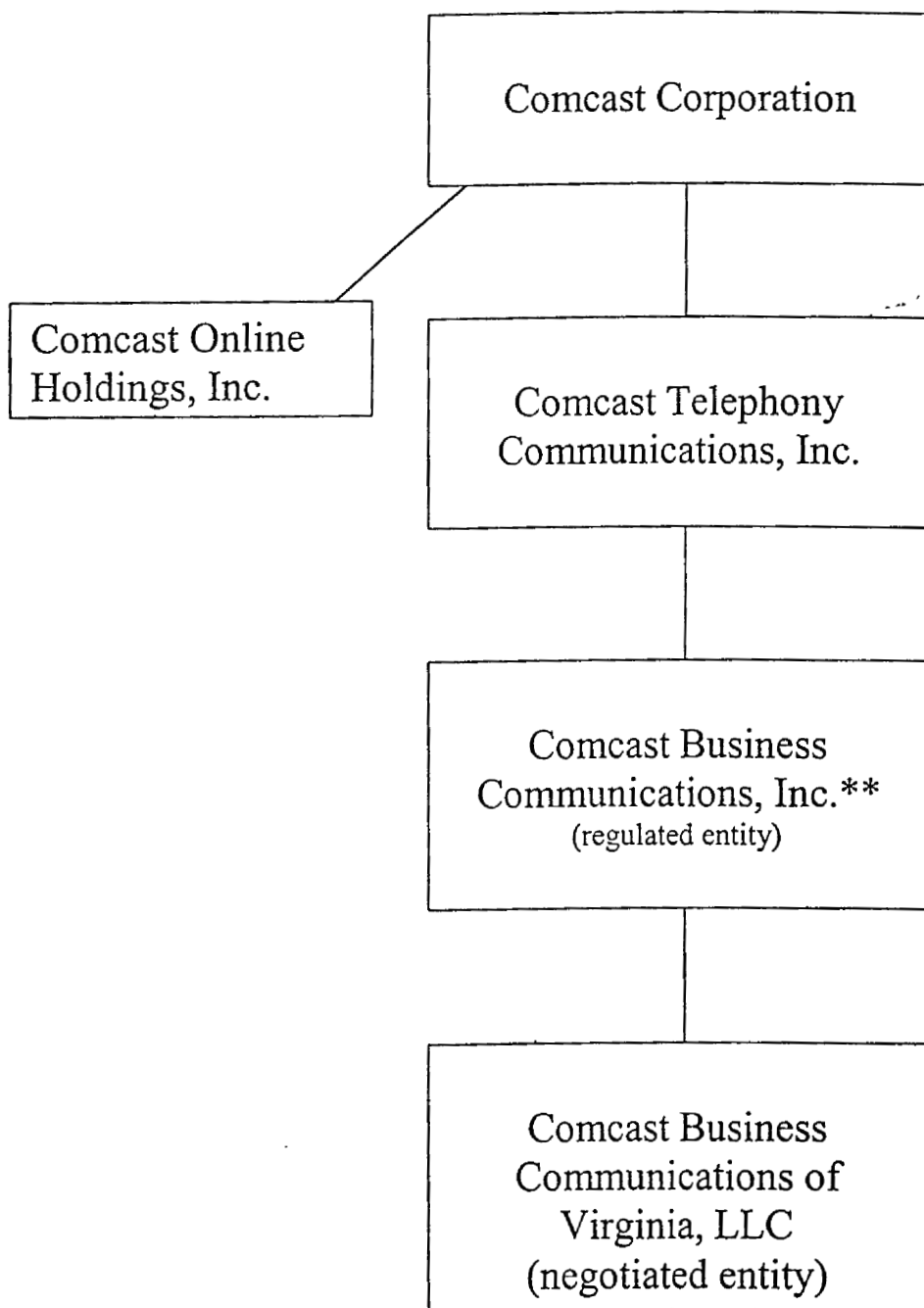
David M. Abel
Corporate Paralegal
Comcast Corporation
Enclosures (1)

cc: John Sullivan w/enclosure

EXHIBIT B

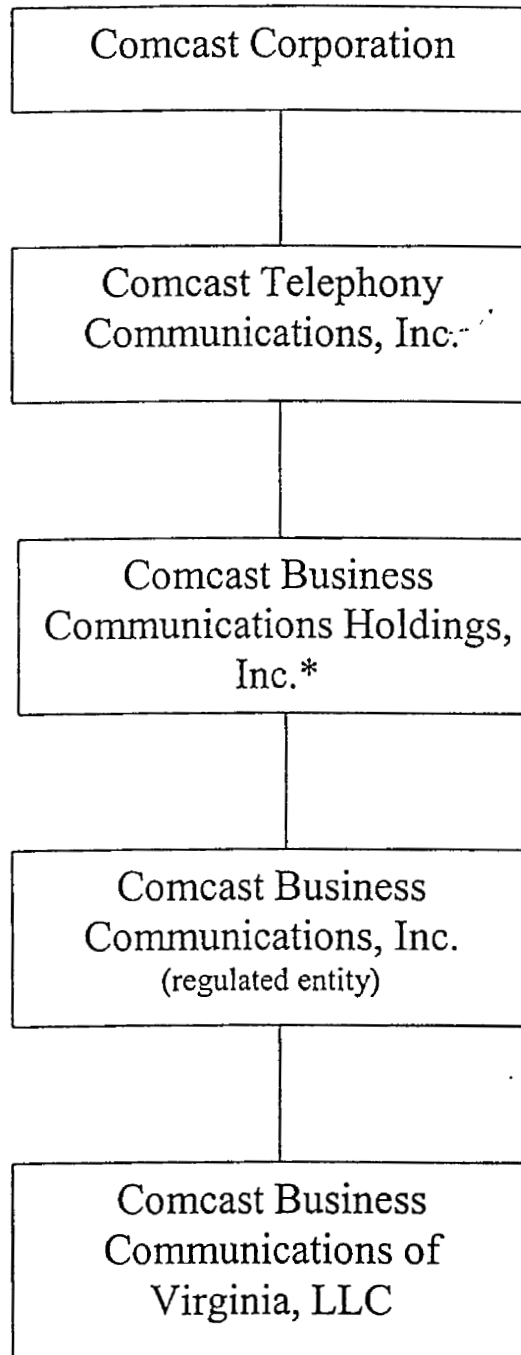
Pre- and Post- Restructuring Organizational Charts

Current Structure*



* This chart depicts only those Comcast entities relevant to the regulated telecommunications companies involved in this restructuring.

Proposed Structure



* New holding company formerly known as Comcast Online Holdings, Inc.