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A LIMITED LIABILITY PARTNERSHIP

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February 9, 2006

VIA UPS

Blanca S. Bayó
Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

060120 - TP

Re: Informational Filing Regarding Pro Forma Change Affecting Comcast
Business Communications, Inc., #TI203 and #TA061

Dear Ms. Bayó:

Comcast Business Communications, Inc. ("CBC"), an authorized telecommunications carrier in Florida, by its attorneys, hereby respectfully notifies the Florida Public Service Commission ("Commission") that, effective December 31, 2005, its name has been changed to Comcast Business Communications, LLC and that an internal reorganization has taken place within the corporate chain of ownership between CBC and its ultimate corporate parent, Comcast Corporation ("Comcast"). The changes described in this notice are pro forma in nature and, as such, CBC believes that no prior approval of these changes is required. To the extent, however, that Commission approval is required for either the name change or the internal restructuring, CBC hereby requests that such approval be granted.

I. PARTIES

Comcast Business Communications, Inc., a Pennsylvania corporation headquartered at 1500 Market Street, Philadelphia, Pennsylvania 19102, is a wholly owned subsidiary of Comcast Commercial Services Group Holdings, LLC ("CCSGH"), which is a wholly owned subsidiary of Comcast Telephony Communications, LLC ("CTC"). CTC is a wholly owned subsidiary of Comcast Holdings Corporation ("CHC"). CCSGH, CTC and CHC are holding companies that are not actively engaged in business in Florida. CHC is a wholly owned subsidiary of Comcast

DOCUMENT NUMBER-DATE

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FPSC-COMMISSION CLERK

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Labels forwarded to CMP

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Corporation ("Comcast"), a publicly traded company, located at 1500 Market Street, Philadelphia, Pennsylvania 19102. Comcast is the ultimate corporate parent of CBC.

CBC is authorized to provide domestic interstate and international services by the FCC, intrastate interexchange service in 48 states, including Florida, and local exchange service in seven states, including Florida.¹ CBC primarily provides resold long distance services to business and a limited number of residential customers as well as unregulated LAN, WAN and data services in various states. In a small number of states, CBC also provides facilities-based long distance and local exchange services to a small number of business and residential customers.

II. DESCRIPTION OF CHANGES

LLC Conversion. In accordance with Pennsylvania law, CBC has been converted from a Pennsylvania corporation into a Pennsylvania limited liability company. In conjunction with this change, CBC's name has been changed from Comcast Business Communications, Inc. to Comcast Business Communications, LLC.² Under Pennsylvania law, this conversion is treated as a continuation of the original corporate entity.³ As discussed further below, the conversion of CBC into an LLC will be transparent to customers as it does not involve any change in the rates, terms or conditions of the services previously provided to customers, or in the facilities used to provide such services.

Internal Restructuring. In order to simplify and consolidate its internal corporate structure, CCSGH, CBC's parent, has been moved from CTC to another wholly-owned subsidiary of CHC. Its new parent company is Comcast Cable Communications, LLC ("CCC"). To effectuate this pro forma reorganization, CTC made a distribution of its entire interest in CCSGH to CHC. CHC made a capital contribution of CCSGH to CCC. CTC has been dissolved. CBC's direct parent and its ultimate parent remain the same, CCSGH and Comcast,

¹ CBC was issued a certificate to provide long distance services in Docket No. 940140-TI, in Order No. PSC-94-0418 on May 3, 1994 and to provide local exchange services in Docket No. 011341-TA, in Order No. PSC-01-2395-CO-TA on December 11, 2001.

² Copies of the corporate documentation from the Florida Secretary of State showing the conversion of CBC into an LLC are attached as *Exhibit A*.

³ Under Pennsylvania law, all of the assets, rights, liabilities and obligations of the corporation become those of the LLC by operation of law. Any claim existing or action pending will continue as if the consolidation had not taken place or the surviving LLC may be substituted in place of the original corporation. Although CBC has changed its legal form, it is not transferring any assets to a different legal entity or taking on new debt. See Section 8959 of the Pennsylvania Limited Liability Company Law.

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respectively. Organization charts showing the changes to the corporate structure are attached to this notice.⁴

III. PUBLIC INTEREST

The changes described in this notice will have no impact on public interest considerations. The entity offering service to customers, CBC, will not change, and there will be no change to the rates, terms and conditions of the service it provides. Management and operating personnel will not change and the contact person for both customers and the Commission remains the same. In addition, CBC's customers will not experience any confusion because the new name is identical to the former name except for a change in the three letter designation of the form of the entity from "Inc." to "LLC". Thus, apart from a minor change in the last three letters of the carrier's name, the corporate conversion and the internal restructuring will be transparent to customers. Further, neither the name change nor the internal restructuring will 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 SEC filings of Comcast, which is publicly traded. SEC jurisdiction also serves to protect the interests of investors and consumers in Florida. Finally, providing telecommunications carriers the flexibility to make these pro forma changes is important to facilitate competition within Florida. Providing such flexibility will help ensure that competitive carriers can structure their business operations in the most efficient and effective manner.

IV. PROCEDURAL MATTERS

Commission Notice / Approval. As described above, the changes described in this notice are pro forma in nature. Accordingly, CBC believes that no prior approval of these changes is required. CBC is submitting this letter for the Commission's information only and requests that it be retained in the appropriate file so that the Commission's records remain up to date and accurate. To the extent, however, that Commission approval is required for either the name change or the internal restructuring, CBC hereby requests that such approval be granted.

Customer Notice. CBC requests a waiver of any applicable customer notification requirement for these changes because the costs and effort associated with providing such notice outweigh any benefit gained by alerting customers to these very minor changes. To the extent that any customers have questions about the name change appearing on billing statements, CBC will respond to such inquiries individually.

⁴ See Exhibit B.

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Tariff. Pursuant to Commission practice, enclosed please find two sets of stickers, with the new corporate name for use on the Price List and Tariff on file for the Company.

Date-stamped Copy. Enclosed please find a duplicate of this letter, two (2) copies and a self-addressed, postage-paid envelope. Please date-stamp the duplicate upon receipt and return it in the envelope provided.

V. CONCLUSION

We trust this letter provides the information required in this matter. Should the Commission have any questions or believe that any further information is required, please contact Katherine Barker Marshall at (202) 955-9669.

Respectfully submitted,

COMCAST BUSINESS COMMUNICATIONS, LLC



Steven A. Augustino

Melissa S. Conway

Katherine Barker Marshall

KELLEY DRYE & WARREN LLP

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Washington, D.C. 20036

(202) 955-9600

Its Counsel

Attachments

Exhibit A



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 30, 2006

POLLYE JANISSE
CSC
TALLAHASSEE, FL

Qualification documents for COMCAST BUSINESS COMMUNICATIONS, LLC were filed on January 27, 2006, and assigned document number M06000000506. Please refer to this number whenever corresponding with this office.

Your limited liability company is now qualified and authorized to transact business in Florida as of the file date. In accordance with section 608.406(2), F.S., the name of this limited liability company is filed with the Department of State for public notice only and is granted without regard to any other name recorded with the Division of Corporations.

A limited liability company annual report/uniform business report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the limited liability company address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please contact this office at the address given below.

Buck Kohr
Document Specialist
Registration/Qualification Section
Division of Corporations

Letter Number: 206A00006502

Account number: 072100000032

Amount charged: 125.00

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. Comcast Business Communications, LLC
(Name of Foreign Limited Liability Company)

2. Pennsylvania
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 23-2736203
(FEI number, if applicable)

4. 12/31/05
(Date of Organization)

5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

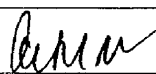
7. 1500 Market Street
Philadelphia, PA 19102
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:
Comcast Commercial Services Group Holdings, LLC
1500 Market Street
Philadelphia, PA 19102

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Communications Services


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Arthur R. Block, Authorized Representative
Typed or printed name of signee

FILED
2006 JAN 27 PM 4:17
TAMARA S. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Comcast Business Communications, LLC

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Plantation

FL 33324

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

C T Corporation System

By: Margaret E. Routzahn

(Signature)

MARGARET E. ROUTZAHN
Special Assistant Secretary

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

January 25, 2006

TO ALL WHOM THESE PRESENTS SHALL COME , GREETING :

I DO HEREBY CERTIFY THAT,

COMCAST BUSINESS COMMUNICATIONS, LLC

is duly organized as a Pennsylvania Limited Liability Company under the laws of the Commonwealth of Pennsylvania and remains subsisting so far as the records of this office show , as of the date herein



IN TESTIMONY WHEREOF . I
have hereunto set my hand and
caused the Seal of the
Secretary's Office to be affixed,
the day and year above written.

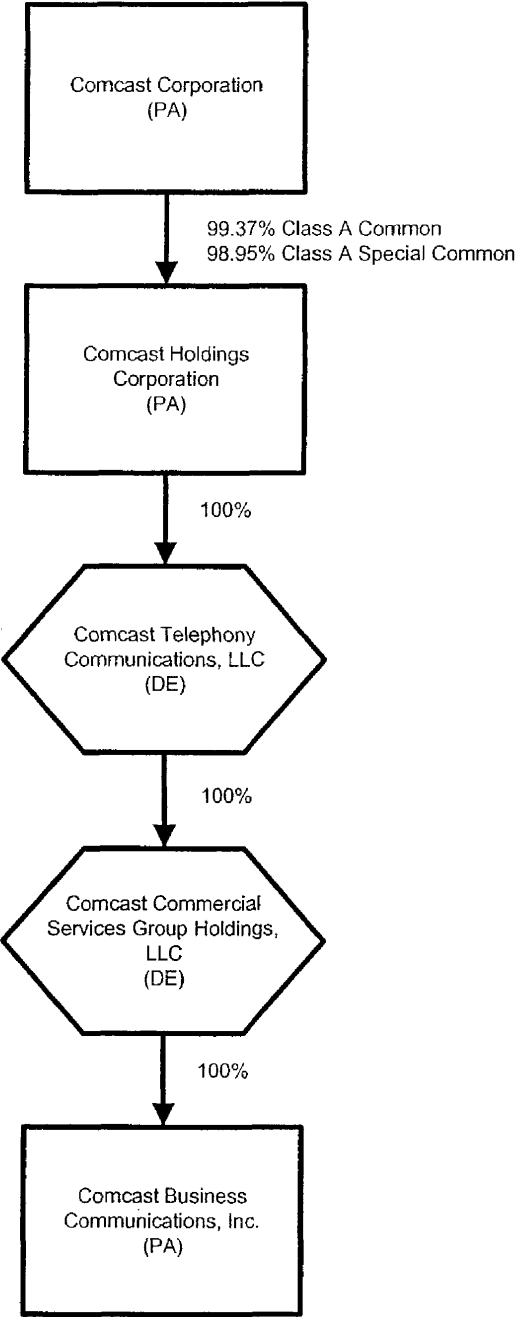
Debra A. Cantor

Secretary of the Commonwealth

dpos

Exhibit B

Comcast Business Communications, Inc.
Organizational flow chart as of 12/12/05



Comcast Business Communications, LLC
Proposed organizational flow chart as of 12/31/2005

