

## **Before the Public Service Commission of Missouri**

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|---------------------------------------|---|
| Comcast Business Communications, Inc. | ) |
| d/b/a Comcast Long Distance           | ) |
|                                       | ) |
| For a Name Change as a Result         | ) |
| Of a Corporate Conversion             | ) |

### **Application**

Comcast Business Communications, Inc. (“CBC”), an authorized telecommunications carrier in Missouri, hereby respectfully notifies the Missouri 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”). To the extent 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 Missouri. CHC is a wholly owned subsidiary of Comcast 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 Missouri, and local exchange service in seven states, not including Missouri.<sup>1</sup> 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.<sup>2</sup> Under Pennsylvania law, this conversion is treated as a continuation of the original corporate entity.<sup>3</sup> 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.

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<sup>1</sup> See Docket No. TA-98-510, dated July 6, 1998.

<sup>2</sup> Copies of the corporate documentation from the Missouri Secretary of State showing the conversion of CBC into an LLC are attached as *Exhibit A*.

<sup>3</sup> 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.

***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, respectively. Organization charts showing the changes to the corporate structure are attached to this Application.<sup>4</sup>

### **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

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<sup>4</sup>

*See Exhibit B.*

serves to protect the interests of investors and consumers in Missouri. Finally, providing telecommunications carriers the flexibility to make these pro forma changes is important to facilitate competition within Missouri. 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 Application are pro forma in nature. To the extent 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.

***Tariff.*** A copy of CBC's revised tariff reflecting its new name is attached to this Application. There are no changes to the rates, terms and conditions with respect to the tariff that is currently on file with the Commission. Accordingly, CBC respectfully requests that the Commission accept the accompanying tariff as filed.

**V. CONCLUSION**

THEREFORE, Comcast Business Communications, Inc. d/b/a Comcast Long Distance hereby requests that the Missouri Public Service Commission approve this Application as expeditiously as possible.

Respectfully submitted,

**COMCAST BUSINESS COMMUNICATIONS, LLC**



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David M. Lloyd  
Director - Tariffs  
Comcast Business Communications, LLC