

**BEFORE THE PUBLIC SERVICE COMMISSION  
STATE OF MISSOURI**

IN THE MATTER OF THE )  
JOINT APPLICATION OF CIMCO )  
COMMUNICATIONS, INC. AND )  
COMCAST PHONE OF MISSOURI, LLC )  
FOR AUTHORITY TO TRANSFER )  
CUSTOMER BASE AND MOTION FOR )  
EXPEDITED TREATMENT )

DOCKET NO: \_\_\_\_\_

**JOINT APPLICATION FOR AUTHORITY TO TRANSFER CUSTOMER BASE AND  
MOTION FOR EXPEDITED TREATMENT**

CIMCO Communications, Inc. ("CIMCO") and Comcast Phone of Missouri, LLC d/b/a Comcast Digital Phone ("Comcast Phone") (together, "Applicants"), by their counsel and pursuant to Section 392.300, R.S.Mo., and 4 CSR 240-3.520, respectfully request that the Missouri Public Service Commission ("Commission") grant approval or other authority as may be required to consummate a transaction involving the transfer of the Missouri customer base of CIMCO to Comcast Phone. The Applicants also request that pursuant to 4 CSR 240-2.080(16), the Commission grant expedited treatment to this Application. In support of the Application, Applicants state as follows:

**I. APPLICANTS**

**A. CIMCO Communications, Inc.**

1. CIMCO is an Illinois corporation with its principal place of business at 1901 South Meyers Road, 7th Floor, Oakbrook Terrace, Illinois 60181. CIMCO's certificate of good standing in the state of Missouri is attached hereto as **Exhibit A**. CIMCO's certificate of authority to transact business in Missouri as a foreign corporation will be furnished prior to the granting of the authority sought, pursuant to 4 CSR 240-2.060(2). In Missouri, CIMCO is authorized to provide interexchange telecommunications services pursuant to a Certificate of Service Authority granted in Case No. TA-98-128 on November 7, 1997. CIMCO is also authorized by the Federal

Communications Commission (“FCC”) to provide international and domestic interstate telecommunications services as a non-dominant carrier. CIMCO’s customer base consists primarily of medium-sized business and enterprise customers. In Missouri, CIMCO has 19 business customers and does not have any residential or local exchange customers.

**B. Comcast Phone of Missouri, LLC**

2. Comcast Phone is a Delaware limited liability company with its principal place of business at One Comcast Center, Philadelphia, Pennsylvania, 19103-2838. Comcast Phone’s certificate of authority to transact business in Missouri as a foreign limited liability company and its registration of the fictitious name “Comcast Digital Phone” with the Missouri Secretary of State is attached hereto as **Exhibit B**. Comcast Phone is a facilities-based local exchange carrier, as defined by 47 U.S.C. § 153(26), and is authorized to provide local exchange, interexchange, and other telecommunications services pursuant to authority granted by this Commission.<sup>1</sup> Comcast Phone is operated by a highly qualified management team, all members of which have extensive backgrounds in the operation and management of telecommunications services.

3. Comcast Phone relies on the financial resources of its ultimate corporate parent, Comcast Corporation (NASDAQ: CMCSA, CMCSK). The financial statements from the most recent SEC Form 10-K of Comcast Corporation are provided as **Exhibit C**. Additional details regarding Comcast Phone’s services and its legal, technical, managerial, and financial qualifications to provide service were provided in connection with its authority to provide intrastate telecommunications services in Missouri and are, therefore, a matter of public record. Comcast Phone respectfully requests that the Commission take official notice of that information and incorporate it herein by reference.

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<sup>1</sup> *In re Application of Comcast Phone of Missouri, LLC for a Certificate of Service Authority to Provide Basic Local, Local Exchange and Interexchange Telecommunications Service throughout the State of Missouri*, Case No. LA-2005-0417 (Mo. P.S.C. Jun. 27, 2005).

## **II. DESIGNATED CONTACTS**

4. The designated contact for all correspondence, notices, inquiries, and orders in relation to this Application is:

Mark P. Johnson, Esq. - MO Bar # 30740  
Sonnenschein Nath & Rosenthal LLP  
4520 Main Street, Suite 1100  
Kansas City, MO 64111  
Tel: (816) 460-2424  
Fax: (816) 531-7545  
Email: mjohnson@sonnenschein.com

with copies to counsel for Comcast Phone of Missouri, LLC:

Michael C. Sloan  
Richard A. Gibbs  
Davis Wright Tremaine LLP  
1919 Pennsylvania Avenue, N.W.  
Suite 200  
Washington, DC 20006  
Tel: (202) 973-4200  
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Email: michael Sloan@dwt.com  
richardgibbs@dwt.com

and counsel for CIMCO Communications, Inc.:

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Bingham McCutchen LLP  
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Washington, DC 20006  
Tel: (202) 373-6000  
Fax: (202) 373-6001  
Email: jean.kiddoo@bingham.com  
brett.ferenchak@bingham.com

## **III. DESCRIPTION OF TRANSACTION**

5. Pursuant to an Asset Purchase Agreement entered into as of September 16, 2009, between Comcast Phone and certain of its affiliates, and CIMCO (the "Agreement"), Comcast

Phone will acquire the customer accounts (including related data, databases, contracts, and customer records needed to support the provision of telecommunications services to those customers) of CIMCO in the state of Missouri (the “Transaction”). Aside from its customer base, CIMCO does not have any assets in Missouri. Comcast Phone affiliates in other states will acquire CIMCO’s assets and customer base in those states. A copy of the Agreement is submitted herewith as **Confidential Exhibit D** under separate seal with a request for confidential treatment as proprietary information as defined in 4 CSR 240-2.135(1)(A). Pursuant to 4 CSR 240-2.135(2)(A), which provides that “no order from the commission is necessary before a party in any case pending before the commission may designate material as proprietary or highly confidential and such information shall be protected as provided in this rule,” the Applicants request that the Commission hold their filing of the Agreement on a confidential basis.

6. In the interest of assuring a seamless and uninterrupted transition, following completion of the migration of customers to Comcast Phone, all of the affected customers will receive service from Comcast Phone under the same rates, terms, and conditions as currently provided by CIMCO. Comcast Phone intends to adopt the CIMCO tariffs currently on file with the Commission and will continue to serve customers under the terms set forth in those tariffs for the immediate future, although Comcast Phone reserves the right to make changes consistent with its contractual obligations and subject to state law. A revised tariff title sheet with an effective date thirty (30) days from the filing date of this Application is attached hereto as **Exhibit E**.

7. Written notification of the proposed migration of these customers’ service to Comcast Phone will be provided to CIMCO’s customers at least 30 days prior to the anticipated closing date pursuant to Section 64.1120(e) of the FCC’s rules, 47 C.F.R. § 64.1120(e), and 4 CSR 240-33.150(4). A sample of the Customer Notification Applicants plan to provide is attached hereto at

**Exhibit F.** Pursuant to 4 CSR 240-33.150(4), upon approval of this Application by the Commission, Comcast may submit or execute a change in a subscriber's provider of telecommunications service on behalf of such subscriber without obtaining authorization and verification in accordance with the procedures prescribed in 4 CSR 240-33.150(2) and 4 CSR 240-33.150(3), provided that such change is made in connection with the transfer of the CIMCO customer base to Comcast pursuant to the Agreement, and provided further that Comcast has complied with the requirements prescribed in 4 CSR 240-33.150(4). To the extent required, Comcast Phone will comply with all applicable customer migration / anti-slamming requirements.

#### **IV. PUBLIC INTEREST CONSIDERATIONS**

8. Applicants submit that the proposed Transaction will serve the public interest. The proposed Transaction will ensure that Missouri telecommunications customers will continue to enjoy high quality telecommunications services at the same rates, terms and conditions as they currently enjoy, as noted above. Following the Transaction, the former CIMCO customers will continue to receive services from an experienced and qualified carrier and will have access to expanded and more advanced service offerings going forward. CIMCO's expertise serving business customers joined to Comcast's established operations in other segments will enhance Comcast's ability to compete and bring consumers the benefits that derive from robust competition.

#### **V. NO TAX IMPACT**

9. The Transaction does not involve any structure, facility or equipment of CIMCO located in Missouri and, therefore, the proposed transfer of customer base will have no impact upon the revenues of the political subdivisions in which any structure, facility, or equipment of the companies involved are located.

## **VI. PENDING ACTIONS OR FINAL UNSATISFIED JUDGMENTS**

10. The Applicants state that neither of them has any pending actions or unsatisfied judgments or decisions associated with any state or federal agency that involve customer service.

## **VII. NO OVERDUE ANNUAL REPORTS OR ASSESSMENT FEES**

11. The Applicants state that they have no overdue annual reports or assessment fees due in Missouri.

## **VIII. REQUEST FOR EXPEDITED REVIEW**

12. Applicants are seeking to complete the proposed Transaction as expeditiously as possible in order to minimize customer confusion and realize the benefits of the proposed Transaction. Accordingly, Applicants respectfully request that pursuant to 4 CSR 240-2.080(16), the Commission expedite the processing of this Application and grant the requested authority as soon as possible, but no later than December 1, 2009, to permit Applicants to consummate the Transaction in a manner which avoids any harm to their customers or their ability to provide reliable service in Missouri. Approval of this Application on or before December 1, 2009 will certainly have no negative impact on either Applicant's Missouri customers. The Applicants state that this Application was filed as soon as practicable after the decisions were reached to move forward with the Transaction.

## **IX. CONCLUSION**

13. The Applicants submit that the information provided herein demonstrates that the public interest, convenience, and necessity will be served by the expeditious grant of this Application.

WHEREFORE, Applicants respectfully request that the Commission expeditiously approve the transfer of customer base of CIMCO Communications, Inc. to Comcast Phone of Missouri, LLC

and grant whatever further relief that the Commission deems appropriate to authorize the consummation of the Transaction described herein.

Respectfully submitted,

/s/ Mark P. Johnson

Mark P. Johnson Mo Bar # 30740  
Sonnenschein Nath & Rosenthal LLP  
4520 Main Street, Suite 1100  
Kansas City, MO 64111  
Tel: (816) 460-2424  
Fax: (816) 531-7545  
Email: mjohnson@sonnenschein.com

DATED: October 14, 2009

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of this application was served electronically on this 14<sup>th</sup> day of October, 2009, on the following:

Office of the Public Counsel  
PO Box 7800  
Jefferson City, MO 65102

General Counsel  
Missouri Public Service Commission  
PO Box 360  
Jefferson City, MO 65102

/s/Mark P. Johnson/

Mark P. Johnson

COMMONWEALTH OF PENNSYLVANIA :

: SS.

COUNTY OF PHILADELPHIA :

### VERIFICATION

I, Brian A. Rankin, state that I am Vice President, Deputy General Counsel for Comcast Phone of Missouri, LLC, Applicant in the foregoing Application; that I am authorized to make this Verification on behalf of Comcast Phone of Missouri, LLC; that the foregoing Application was prepared under my direction and supervision; and that the statements in the foregoing document with respect to Comcast Phone of Missouri, LLC are true and correct to the best of my knowledge, information, and belief.

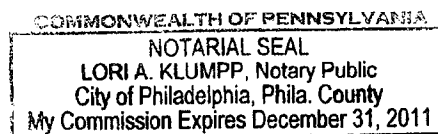


Brian A. Rankin  
Vice President, Deputy General Counsel  
Comcast Phone of Missouri, LLC

Sworn and subscribed before me this 6<sup>th</sup> day of October, 2009.

  
Notary Public

My commission expires: 12/31/2011





STATE OF ILLINOIS

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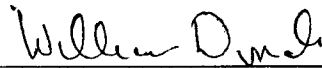
SS.

COUNTY OF DUPAGE

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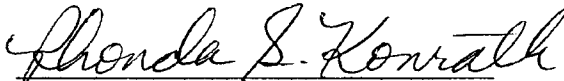
### VERIFICATION

I, William Dvorak, state that I am Chief Financial Officer of CIMCO Communications, Inc. ("CIMCO"), a party to the foregoing filing; that I am authorized to make this Verification on behalf of CIMCO; that the foregoing filing was prepared under my direction and supervision; and that the statements in the foregoing document with respect to CIMCO are true and correct to the best of my knowledge, information, and belief.



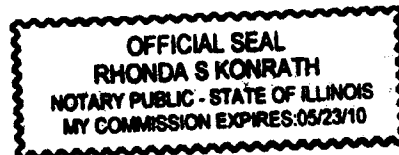
William Dvorak  
Chief Financial Officer  
CIMCO Communications, Inc.

Sworn and subscribed before me this 29<sup>th</sup> day of September, 2009.



Notary Public

My commission expires: 5/23/10



## **LIST OF EXHIBITS**

<b>EXHIBIT A</b>	CIMCO's Certificate of Good Standing in Missouri
<b>EXHIBIT B</b>	Comcast Phone's Certificate of Authority to Transact Business in Missouri and Fictitious Name Registration
<b>EXHIBIT C</b>	Comcast Corporation's Financial Statements
<b>CONFIDENTIAL EXHIBIT D</b>	Asset Purchase Agreement
<b>EXHIBIT E</b>	Revised Tariff Title Sheet
<b>EXHIBIT F</b>	Proposed Customer Notice