

Mark P. Johnson
816.460.2424
mjohnson@sonnenschein.com

4520 Main Street
Suite 1100
Kansas City, MO 64111
816.460.2400
816.531.7545 fax
www.sonnenschein.com

Chicago
Kansas City
Los Angeles
New York
San Francisco
Short Hills, N.J.
St. Louis
Washington, D.C.
West Palm Beach

May 13, 2005

FILED²

MAY 13 2005

Missouri Public
Service Commission

VIA HAND-DELIVERY

Mr. Dale H. Roberts
Executive Secretary
MISSOURI PUBLIC SERVICE COMMISSION
200 Madison Street, Suite 100
Jefferson City, Missouri 65101

Re: In the Matter of the Application of Comcast Phone of Missouri, LLC for Certificate of Service Authority to Provide Basic Local, Local Exchange, and Interexchange Telecommunications Services Throughout the State of Missouri

Dear Mr. Roberts:

Please find enclosed for filing with the Commission the original and ten copies of the Application of Comcast Phone of Missouri, LLC for Certificate of Service Authority to Provide Basic Local, Local Exchange, and Interexchange Telecommunications Services and for Competitive Classification in Missouri.

Please return two "filed" copies of the enclosed Application for our records via our courier.

Thank you for bringing this Application to the Commission's attention.

If you have any questions, please give me a call.

Very truly yours,


Mark P. Johnson

MPJ/rgr
Enclosures
cc: Office of the General Counsel (w/encl.)
Office of Public Counsel (w/encl.)

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

In the Matter of the Application of Comcast Phone of Missouri, LLC for Certificate of Service Authority to Provide Basic Local, Local Exchange, and Interexchange Telecommunications Services Throughout the State of Missouri and to Classify the Company as Competitive)))))))))	Case No. _____
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**APPLICATION FOR CERTIFICATE OF SERVICE AUTHORITY TO PROVIDE
BASIC LOCAL, LOCAL EXCHANGE, AND INTEREXCHANGE
TELECOMMUNICATIONS SERVICES AND FOR COMPETITIVE CLASSIFICATION**

Comes now Comcast Phone of Missouri, LLC, d/b/a Comcast Digital Phone (“Comcast Phone-MO” or “Applicant”), by its undersigned counsel, and hereby applies pursuant to Chs. 392.361, 392.410, 392.420, 392.430, 392.450, and 392.455, RSMo, the federal Telecommunications Act of 1996, and 4 CSR 240-2.060, for certificates of service authority to provide basic local, local exchange, and interexchange telecommunications services throughout the State of Missouri, and for designation as a competitive telecommunications carrier. In support of its Application, Comcast Phone-MO states as follows:

1. Comcast Phone-MO is a limited liability company duly organized and existing under and by virtue of the laws of the State of Delaware. Its headquarters and principal place of business are located at 1500 Market Street, Philadelphia, PA 19102-2148, and its telephone number is 215/665-1700. A copy of the Applicant’s Certificate of Formation is attached hereto as *Exhibit A*. A copy of the Applicant’s Certificate to transact business within the State of Missouri as a foreign business entity is attached hereto as *Exhibit B*. A copy of its Certificate of Good Standing is attached hereto as *Exhibit C*. A copy of its registration of the fictitious name

“Comcast Digital Phone” is attached as *Exhibit D*.

2. Comcast Phone-MO is a direct, wholly-owned subsidiary of Comcast Phone II, Inc., a corporation formed under the laws of the State of Delaware and headquartered at the same address as Comcast Phone-MO. Comcast Phone II, Inc. is an indirect, wholly-owned subsidiary of Comcast Corporation, also headquartered at 1500 Market Street, Philadelphia, Pennsylvania 19102-2148. Comcast Corporation (NASDAQ: CMCSA, CMCSK) is principally involved in the development, management and operation of broadband cable networks and programming content. Comcast Corporation is the largest cable company in the United States, serving more than 21 million cable subscribers. Operating subsidiaries of Comcast Corporation are duly authorized to provide facilities-based local exchange and/or interexchange telecommunications services to residential and business customers in various portions of the United States, in all states except Alaska and Hawaii. An organizational chart, including Comcast Phone-MO and its direct and indirect corporate parents, is attached hereto as *Exhibit E*.

3. All inquiries, correspondence, communications, pleadings, notices, orders, and decisions relating to the case should be addressed to:

Mark P. Johnson
Trina R. LeRiche
Sonnenschein Nath & Rosenthal
4520 Main Street, Suite 1100
Kansas City, MO 64111
816/460-2400
816/531-7545 (facsimile)
mjohnson@sonnenschein.com
tleriche@sonnenschein.com

In addition, please provide copies to:

John G. Sullivan
Vice President and Chief Counsel
Comcast Phone of Missouri, LLC
1500 Market Street

Philadelphia, PA 19102
215/320-8816
215/981-8508 (facsimile)
John_Sullivan@comcast.com

4. Comcast Phone-MO seeks Commission certification to provide the telecommunications services described below on a facilities and resold basis throughout all exchanges currently served in Missouri by the following incumbent local exchange telecommunications companies: SBC Missouri (SBC); Sprint; CenturyTel of Missouri, LLC, and Spectra Communications Group LLC dba CenturyTel. The specific SBC, Sprint, CenturyTel, and Spectra exchanges within which Comcast Phone-MO proposes to offer service are listed in those incumbent providers' respective local exchange tariffs.

5. Pursuant to this application, Comcast Phone-MO seeks authorization to offer and provide basic local, local exchange, and interexchange telecommunications services, pursuant Ch. 392.430, 392.440, 392.450, and 392.455, RSMo. Initially, Comcast Phone-MO intends to offer local exchange access services, including transport and termination of interexchange and local exchange calls.

6. Comcast Phone-MO possesses the technical, financial, and managerial resources and abilities necessary to provide the proposed services. Description of the backgrounds of Comcast Phone-MO management who will be involved in its business operations are attached hereto and incorporated herein by reference as *Exhibit F*. Comcast Phone-MO also possesses the necessary financial resources to support provision of the proposed services. As indicated above, Comcast Phone-MO is an indirect, wholly-owned subsidiary of Comcast Corporation, upon whose financial capability it will rely to fund its operations in Missouri and to provide the services described in this Application. Copies of the most recent Annual Report and Form 10-K

of Comcast Corporation filed with the Securities and Exchange Commission are attached hereto as *Exhibits G* and *H*, respectively.

7. Comcast Phone-Mo seeks local exchange and interexchange certification. The Commission may grant Comcast Phone-Mo a certificate of service authority to provide local exchange and interexchange telecommunications service if the Commission finds such authority to be in the public interest. Ch. 392.440, RSMo. Competition in the intrastate interexchange and local exchange telecommunications markets is in the public interest.

8. Initially, Comcast Phone-MO does not intend to provide basic local telecommunications services, but in the event such services are offered, Comcast Phone-MO will offer basic local telecommunications service as a separate and distinct service that satisfies the minimum standards established by the Commission, will provide service that follows exchange boundaries of the incumbent LEC, and will be no smaller than an exchange, and will give due consideration to equitable access for all Missourians to affordable telecommunications services regardless of their income or place of residence.

9. Comcast Phone-MO seeks classification of itself and its services as competitive. Pursuant to Ch. 392.361.3, RSMo, the Commission may designate a company as competitive if it finds that all of the services the company provides are subject to sufficient competition to justify a lesser degree of regulation, and that such lesser regulation is consistent with the protection of ratepayers and promotes the public interest. As the services which Comcast Phone-MO proposes to provide are local exchange services in the service areas of SBC, Sprint, CenturyTel, and Spectra, in which those companies and many others provide the same or similar services, there is sufficient competition to justify designation of those services as competitive. As all of the

services which Comcast Phone-MO proposes to provide should be designated as competitive, Comcast Phone-MO should be designated as a competitive telecommunications company.

10. Comcast Phone-MO commits that it will comply with all applicable Commission rules and will meet all relevant service standards, including, but not limited to billing, quality of service, tariff filing, and maintenance standards, in a manner consistent with the Commission's requirements for incumbent local exchange carrier(s) with whom Comcast Phone-MO seeks authority to compete. Consistent with the Commission's treatment of other certificated competitive local exchange telecommunications companies, Comcast Phone-MO requests that the following statutes and regulations be waived for Comcast Phone-MO with respect to its local exchange and interexchange service offerings, pursuant to Ch. 392.361.5 and 392.420, RSMo:

<u>Statutes</u>	<u>Missouri Public Service Commission Rules</u>
392.210.2	4 CSR 240-10.020
392.240.1	4 CSR 240-30.040
392.270	4 CSR 240-3.550(5) (C)
392.280	
392.290	
392.300.2	
392.310	
392.320	
392.330	
392.340	

11. Comcast Phone-MO further requests a temporary waiver of 4 CSR 240-3.510(1)(C). This rule requires that an application for a certificate of service authority to provide telecommunications service shall include a proposed tariff with a forty-five day effective date. However, as the rule states, filing a tariff with the Application is optional. Comcast Phone-MO finds it impossible at this time to develop tariffs since Comcast Phone-MO has not yet executed any interconnection and/or resale agreements with incumbent local exchange carrier(s). At such time as all facts necessary for the development of such tariffs are known to Comcast Phone-MO,

it will promptly file said tariffs with the Commission in a manner consistent with the Commission's practice in similar cases.

12. Comcast Phone-MO submits that the public interest will be served by Commission approval of this application because Comcast Phone-MO's proposed services will create and enhance competition and expand customer service options consistent with the legislative goals set forth in the federal Telecommunications Act of 1996 and Chapter 392 RSMo. Prompt approval of this application also will expand the availability of innovative, high quality, and reliable telecommunications services within the State of Missouri.

13. Consistent with 4 CSR 240-2.060(1)(K), Comcast Phone-MO does not have any pending action or final unsatisfied judgment or decisions against it from any state or federal agency or court which involves customer service or rates, which action, judgment or decision has occurred within 3 years of the date of application.

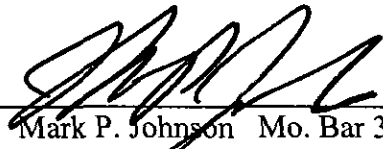
14. Consistent with 4 CSR 240-2.060(1)(L), Comcast Phone-MO does not have any overdue annual reports or assessment fees.

15. Notwithstanding the provisions of Ch. 392.500, RSMo., as a condition of certification and competitive classification, Comcast Phone-MO agrees that, unless otherwise ordered by the Commission, its originating and terminating switched exchange access rates will be no greater than the lowest Commission-approved corresponding access rates in effect for each ILEC within whose service area(s) Comcast Phone-MO seeks authority to provide service. Additionally, pursuant to the Commission's Report and Order in Case No. TO-99-596, Comcast Phone-MO agrees that if the ILEC in whose service area Comcast Phone-MO is operating decreases its originating and/or terminating access service rates, Comcast Phone-MO shall file an appropriate tariff amendment to reduce its originating and/or terminating access rates within

thirty (30) days of the ILEC's reduction of its originating and/or terminating access rates in order to maintain the cap on switched exchange access rates.

WHEREFORE, applicant Comcast Phone-MO respectfully requests that the Commission grant it a certificate of service authority to provide basic local, local exchange, interexchange telecommunications services as herein requested, classify Comcast Phone-MO as a competitive telecommunications company, grant a waiver of the aforesaid statutes and regulations, and for such other relief as the Commissions deems appropriate..

Respectfully submitted,



Mark P. Johnson Mo. Bar 30740
Trina R. LeRiche Mo. Bar 46080
Sonnenschein Nath & Rosenthal
4520 Main Street, Suite 1100
Kansas City, MO 64111
816/460-2400
816/531-7545 (facsimile)
mjohnson@sonnenschein.com
tleriche@sonnenschein.com

ATTORNEYS FOR APPLICANT
COMCAST PHONE OF MISSOURI, LLC

VERIFICATION

STATE OF MISSOURI)
)
COUNTY OF JACKSON) ss.

Comes now Mark P. Johnson, being of lawful age and duly sworn, who swears and affirms as follows:

1. My name is Mark P. Johnson, and I am an attorney for Comcast Phone of Missouri, LLC, the Applicant herein. I have been authorized by the Applicant to verify this Application on its behalf.


2. I have read the foregoing Application, and its contents are true and correct to the best of my knowledge and belief.

Further affiant sayeth not.



Mark P. Johnson

Subscribed and sworn to before me this 12th day of May, 2005.



Notary Public

My commission expires:

KAREN M. STALKER
Notary Public – Notary Seal
STATE OF MISSOURI
Jackson County
My Commission Expires: April 20, 2006

JAN. 27. 2005 3:26PM

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NO. 0403 - P. 3
State of Delaware
Secretary of State
Division of Corporations
Delivered 05:23 PM 01/26/2005
FILED 05:23 PM 01/26/2005
SRV 050063942 - 3918064 FILE

CERTIFICATE OF FORMATION

OF

COMCAST PHONE OF MISSOURI, LLC

This Certificate of Formation of Comcast Phone of Missouri, LLC dated January 26, 2005 is being duly executed and filed by Sharon L. Dougherty as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.).

FIRST: The name of the limited liability company formed hereby is Comcast Phone of Missouri, LLC.

SECOND: The name and address of the registered agent for service of process in the State of Delaware is Comcast Capital Corporation, 1201 Market Street, Suite 1000, Wilmington, DE 19801, New Castle County.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first written above.


Sharon L. Dougherty, Authorized Person

State of Missouri



Robin Carnahan
Secretary of State

CERTIFICATE OF REGISTRATION FOREIGN LIMITED LIABILITY COMPANY

WHEREAS,

COMCAST PHONE OF MISSOURI, LLC
FL0638100

Using in Missouri the name

COMCAST PHONE OF MISSOURI, LLC

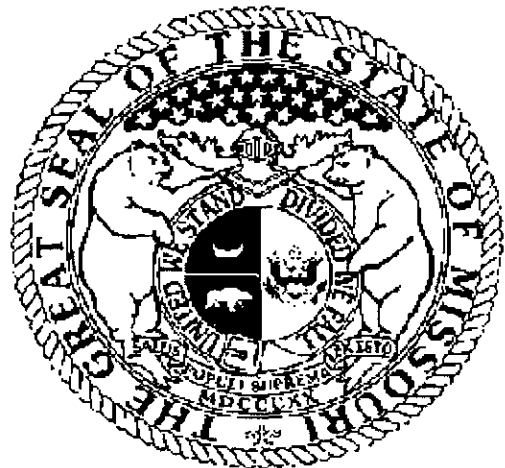
and existing under the laws of the State of Delaware has filed with this state its Application for Registration and whereas this Application for Registration conforms to the Missouri Limited Company Act.

NOW, THEREFORE, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, by virtue of authority vested in me by law, do hereby certify and declare that on the 7th day of February, 2005, the above Foreign Limited Liability Company is duly authorized to transact business in the State of Missouri and is entitled to any rights granted Limited Liability Companies.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 7th day of February, 2005.

Robin Carnahan

Secretary of State





State of Missouri
 Matt Blunt, Secretary of State

Corporations Division
 P.O. Box 778 / 600 W. Main Street, Rm 322
 Jefferson City, MO 65102

File Number: 200503912904
 FL0638100
 Date Filed: 02/07/2005
 Robin Carnahan
 Secretary of State

**Application for Registration of a Foreign
 Limited Liability Company**

(Submit with filing fee of \$105.00)

- (1) The name of the foreign limited liability company is:
 Comcast Phone of Missouri, LLC
- (2) The name under which the foreign limited liability company will conduct business in Missouri is (must contain "limited company, "limited liability company", "LC", "LLC", "L.C.", or "L.L.C.") (must be filled out if different from line (1)):
- (3) The foreign limited liability company was formed under the laws of Delaware on the date of 01/26/2005 (state or jurisdiction) (month/day/year)
- (4) The purpose of the foreign limited liability company or the general character of the business it proposes to transact in this state is:
 To provide certain voice and enhanced communication services
- (5) The name and address of the limited liability company's registered agent in Missouri is (this line must be completed and include a street address):
 CT Corporation System 120 South Central Avenue Clayton, MO 63105
 Name Address (P.O. Box may only be used in conjunction with a physical street address) City/State/Zip

The Secretary of State is appointed agent for service of process if the foreign limited liability company fails to maintain a registered agent. Note: failure to maintain a registered agent constitutes grounds to cancel the registration of the foreign limited liability company.

- (6) The address of the registered office in the jurisdiction organized. If none required, then the principal office address of the foreign limited liability company is:
 Comcast Capital Corporation 1201 Market Street; Suite 1000 Wilmington, DE 19801
 Name Address (P.O. Box may only be used in conjunction with a physical street address) City/State/Zip

- (7) This application must include a current certificate of good standing/existence from the secretary of state or other similar official in the state of domicile. Such document should be dated within 60 calendar days from filing.

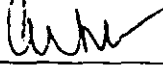
Please see next page

Name and address to return filed document:
 Name: _____
 Address: _____
 City, State, and Zip Code: _____

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

Comcast Phone II, Inc., Sole Member

By:  Arthur R. Block, Sr. Vice President 1/28/2005
Authorized Signature *Printed Name* *Date*

Authorized Signature *Printed Name* *Date*

Authorized Signature *Printed Name* *Date*

Delaware

PAGE 1

The First State

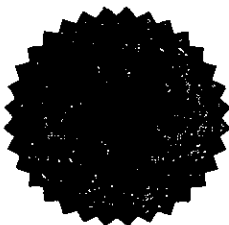
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COMCAST PHONE OF MISSOURI, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF JANUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "COMCAST PHONE OF MISSOURI, LLC" WAS FORMED ON THE TWENTY-SIXTH DAY OF JANUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

3918064 8300

050077543



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3652271

DATE: 01-31-05



Robin Carnahan
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING

ROBIN CARNAHAN, Secretary of the State of Missouri, do hereby certify that the records of my office and in my care and custody reveal that

COMCAST PHONE OF MISSOURI, LLC

doing business in Missouri the name

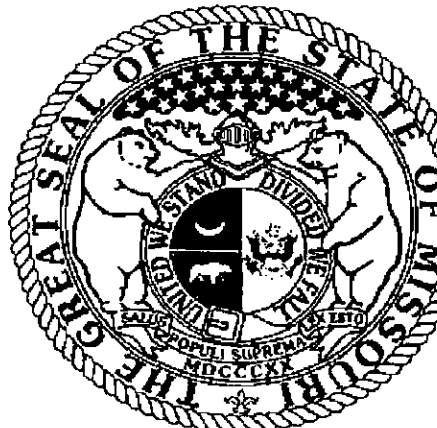
COMCAST PHONE OF MISSOURI, LLC
FL0638100

A DELAWARE entity was created under the laws of this State on the 7th day of February, 2005, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 11th day of May, 2005

Robin Carnahan

Secretary of State





State of Missouri

Matt Blunt, Secretary of State

Corporations Division
P.O. Box 778 / 600 W. Main Street, Rm 322
Jefferson City, MO 65102

File Number: 200504050351
X00638445
Date Filed: 02/07/2005
Expiration Date: 02/07/2010
Robin Carnahan
Secretary of State

Registration of Fictitious Name

(Submit with filing fee of \$7)
(Must be typed or printed)

This information is for the use of the public and gives no protection to the name being registered. There is no provision in this Chapter to keep another person or business entity from adopting and using the same name. The fictitious name registration expires 5 years from the filing date. (Chapter 417, RSMo)

The undersigned is doing business under the following name, and at the following address:

Business name to be registered: Comcast Digital Phone
Business Address: 1500 Market Street
(P.O. Box may only be used in addition to a physical street address)
City, State and Zip Code: Philadelphia, PA 19102

The parties having an interest in the business, and the percentage they own are (If a business entity is owner, indicate business name and percentage owned. If all parties are jointly and severally liable, percentage of ownership need not be listed.):

Name of Owners, Individual or Business Entity	Street and Number	City and State	Zip Code	If listed, Percentage of ownership must equal 100%
Comcast Phone of	1500 Market Street	Philadelphia, PA	19102	

Missouri, LLC

In Affirmation thereof, the facts stated above are true and correct :

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.060 RSMo)

Comcast Phone of Missouri, LLC
By: Comcast Phone II, Inc., Sole Member

By: Arthur R. Block, Sr. Vice President 1/28/2005
Authorized Signature *Printed Name* *Date*

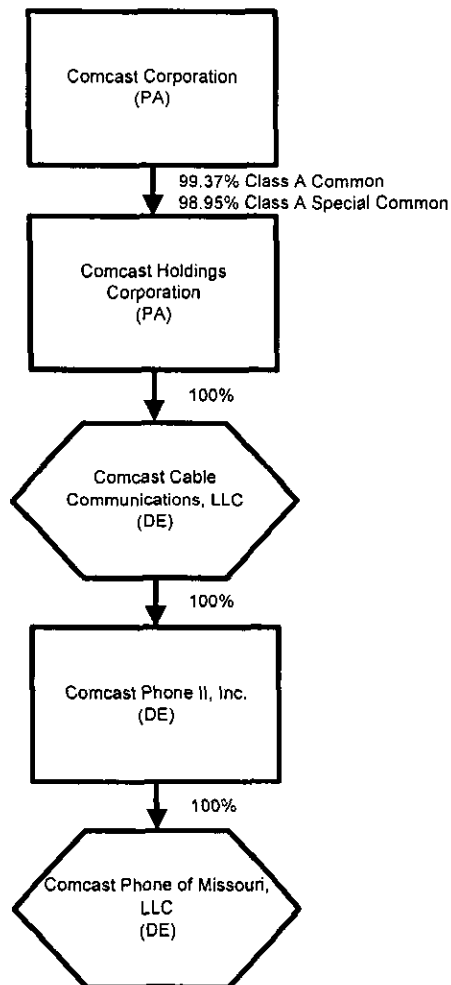
Authorized Signature *Printed Name* *Date*

Name and address to return filed document:
Name: _____
Address: _____
City, State, and Zip Code: _____

State of Missouri
Fictitious Creation 1 Page(s)

T0503807093

Comcast Phone of Missouri, LLC
Organizational flow chart as of 5/11/05



MANAGEMENT BIOGRAPHIES

RIAN J. WREN
SENIOR VICE PRESIDENT,
OPERATIONS

Rian J. Wren serves as Senior Vice President and General Manager of Telephony for Comcast.

A telecommunications industry veteran, Wren previously served as President of Comcast Business Communications, with responsibility for management and leadership of the company, which provides network solutions, including Internet and data network services and telecommunications services, to businesses.

Wren joined Comcast in October 1999 during the development phase of Comcast Business Communications (CBC), leading the company into the field of business communications. He was named CEO of Broadnet, Comcast's international wireless telecommunications company headquartered in Brussels, Belgium, in July 2000. He returned to CBC in January 2002.

Prior to joining Comcast, Wren worked for more than 20 years at AT&T in the areas of Business and Consumer Communications Services, Network Services and Network Systems Manufacturing.

Wren holds a holds a degree in Electrical Engineering from the New Jersey Institute of Technology and an MBA from Stanford University.

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CATHERINE AVGIRIS
SENIOR VICE PRESIDENT,
FINANCE AND ADMINISTRATION

Catherine Avgiris serves as Senior Vice President, Finance and Administration for the Telephony. She is responsible for the financial and operational oversight of telephony operations in eighteen markets across the Comcast footprint. Since accepting this position in September 2002, Avgiris has been instrumental in improving the financial stability of the telephony business as well as implementing cost control and operating efficiency measures to significantly improve the operations as a whole.

Prior to 2002, Avgiris had been a driving force in the company's growth and management of online communications. She oversaw the financial and operational affairs for the High-Speed Data business unit and was responsible for management of over forty online markets across the Comcast footprint.

A 12-year veteran of the communications industry, Avgiris has served in various leadership roles. Prior to joining the High-Speed Data business unit, she served for two years in a field operations role as Regional Vice President of the West Region, and also as Vice President of Finance of the East/West Division.

Avgiris also serves in leadership roles in Women in Cable and Telecommunications and the Cable Telecommunications Association of Marketing. A graduate of the Bernard M. Baruch College, City University of New York, she holds a BA degree in Accounting and is a Certified Public Accountant in New York and Pennsylvania.

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CHARLOTTE FIELD
SENIOR VICE PRESIDENT,
COMMUNICATIONS ENGINEERING & OPERATIONS

Charlotte Field serves as the Senior Vice President of Communications Engineering & Operations for Telephony. In this position, Field is responsible for the management of company-wide phone operations. In addition, she is also responsible for developing and implementing systems that support phone.

Before AT&T Broadband's merger with Comcast in November 2002, Field served as Senior Vice President of Technical and Network Operations Organization for AT&T Broadband. Her responsibilities included managing the AT&T Broadband Network Operations Center, the National Service Activation Center for Telephony Provisioning, and third-party vendors including ABS and LNS, as well as supporting market technical operations.

Prior to her AT&T Broadband appointment, Field held technical and managerial assignments in AT&T Bell Laboratories, AT&T Long Lines and AT&T Communications. Her assignments included positions in engineering, operations, and systems development.

In 1977, Field graduated from Michigan Technological University with a degree in Electrical Engineering. Field went on to receive her Master's of Business Administration degree from Fairleigh Dickinson University and completed a one-year intensive study program at AT&T Bell Laboratories, with a focus on electrical and computer science/engineering. She is also a graduate of both the INSEAD Executive Management Program and Harvard's Advanced Management Program.

Field is a member of the University of Colorado Engineering Advisory Council, University of Colorado ATLAS Board, Michigan Technological University Presidential Council of Alumnae and the Michigan Technological University Engineering Board. She is also a member of Women in Cable and Telecommunications.

TOM WHITE
VICE PRESIDENT
MARKETING

With 15 years of experience in the telecommunications industry, Tom White is the Vice President of Marketing for Telephony. White joined Comcast after spending more than four years at Cox Communications, growing their phone business to more than 600,000 customers in nine markets.

Prior to joining the cable telecommunications industry, White spent eight years with AT&T in a variety of management positions including commercial sales, consumer marketing, and product management. A graduate of Notre Dame with a Bachelor of Science in Mathematics and Economics, he also received an MBA in Marketing from Rutgers University.

White is an active member of the American Marketing Association and the Cable Telecommunications Association of Marketing. In addition, he speaks and participates frequently in industry forums on voice services.

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