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July 23, 2004

VIA UPS

Ms. Stephanie Bell, Executive Director
Commonwealth of Kentucky
Public Service Commission
211 Sower Boulevard
Frankfort, KY 40602

RECEIVED

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**PUBLIC SERVICE
COMMISSION**

Re: Informational Filing Regarding the Change in Ownership of AT&T
Broadband Phone of Kentucky, LLC

Dear Ms. Bell:

AT&T Broadband Phone of Kentucky, LLC d/b/a AT&T Digital Phone ("Comcast Phone Kentucky"), authorized to provide telecommunications services in the State of Kentucky¹, its direct parent, Comcast Phone, LLC ("Comcast Phone"), and Insight Kentucky Partners II, L.P. ("Insight") hereby provide information to the Kentucky Public Service Commission ("Commission") about the transfer of the limited liability company interests ("LLC Interests") of Comcast Phone Kentucky from Comcast Phone to Insight (Insight, Comcast Phone and Comcast Phone Kentucky, collectively referred to herein as the "Parties"). Pursuant to the exemptions set forth in Administrative Case Nos. 359 and 370, prior Commission approval is not required to consummate the transaction described herein.

Pursuant to a Purchase Agreement dated July 2, 2004, between Comcast Cable Holdings, LLC, Comcast Phone, Comcast Phone Kentucky, two other subsidiaries of Comcast Phone serving Indiana and Ohio (collectively, "Comcast"), and Insight Midwest Holdings, LLC, the parent of Insight, Comcast has agreed to transfer to Insight assets, including the LLC Interests, used in connection with Comcast's provision of certain telephone products and services, including local, toll, long distance voice and access services, to customers in various Insight

¹ See September 14, 2001 notice and tariff filing.

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markets, including its Kentucky market. Currently, Insight provides certain infrastructure and support services to Comcast which enable Comcast to provide telecommunications services in Kentucky. In Kentucky, upon consummation of the transaction, Insight will own the LLC Interests in Comcast Phone Kentucky, which will continue to be authorized to provide telecommunications services in Kentucky. Comcast Phone Kentucky will change its name to Insight Phone of Kentucky, LLC and make any necessary filings with the Commission to implement its new name.

Currently, the ultimate publicly held parent of Comcast Phone Kentucky is Comcast Corporation, a corporation formed under the laws of Pennsylvania and headquartered at 1500 Market Street, 35th Floor, East Tower, Philadelphia, Pennsylvania 19102-2148. Comcast Corporation is principally involved in the management and operation of cable communications networks and in the management of programming content over cable and satellite television networks. At this time, Comcast Corporation is the largest provider of basic and digital cable television services in the United States. The ultimate parent of Insight, Insight Communications Company, Inc., headquartered at 810 7th Avenue, New York, New York 10022-2301, is the ninth largest cable operator in the United States, serving approximately 1.3 million customers in the four contiguous states of Kentucky, Illinois, Indiana and Ohio. Upon closing of the Purchase Agreement, Insight will integrate the telephone operations of Comcast in Kentucky with the telephone operations and facilities of Insight. As described above, these telephone operations already use Insight's network facilities, and the integration of the telephone operations will enable Insight to further control the quality of service available to its customers in Kentucky, as well as provide innovative services and service bundles that will benefit consumers.

As noted above, upon completion and closing of the proposed transaction, which is anticipated approximately four (4) to eight (8) months from the date of this letter, the identity of the authorized entity offering telecommunications service in the State of Kentucky will not change. Comcast Phone Kentucky, to be renamed Insight Phone of Kentucky, LLC, will continue to offer high quality telecommunications services in the State of Kentucky. Thus, consumers will not be adversely affected by the transaction. Further, Comcast and Insight plan to provide customers with joint written notification of the transaction prior to completion and closing of the proposed transaction in order to limit any customer confusion. Additionally, at the consummation of this transaction, Insight will maintain current services, rates, terms and conditions. Any future changes would, of course, be made in accordance with applicable Commission requirements.

As noted above, prior Commission approval of the transaction described herein is not required. Accordingly, the Parties submit this letter for the Commission's information only and request that it be retained in the appropriate files.

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Ms. Stephanie Bell, Executive Director

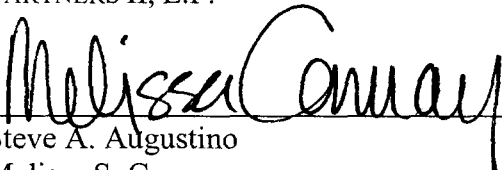
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Enclosed are ten (10) copies of this letter, two (2) duplicate copies and two (2) self-addressed, postage-paid envelopes. Please date-stamp the duplicates and return them to us in the envelopes provided. Should you have any questions or believe that any additional action is required, please do not hesitate to contact Tiffany Russo, Comcast Phone, at (720) 267-3227.

Respectfully submitted,

AT&T BROADBAND PHONE OF KENTUCKY, LLC,
COMCAST PHONE, LLC AND INSIGHT KENTUCKY
PARTNERS II, L.P.

By: 

Steve A. Augustino

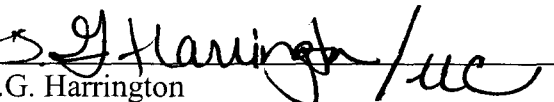
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