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September 14, 2004

VIA ELECTRONIC FILING

Marlene H. Dortch
Secretary
Federal Communications Commission
The Portals
445 12th Street, S.W.
Washington, DC 20554

Attention: Wireline Competition Bureau

**Re: Application for Approval of Assignment and
Transfer of International and Domestic Section
214 Authorizations; File No. 04-292**

Dear Ms. Dortch:

Per staff request, Comcast Cable Holdings, LLC f/k/a AT&T Broadband, LLC (“Comcast Holdings”), Comcast Phone, LLC (“Comcast Phone”), AT&T Broadband Phone of Indiana, LLC (“Comcast Indiana”), AT&T Broadband Phone of Kentucky, LLC (“Comcast Kentucky”), and Comcast Phone of Ohio, LLC (“Comcast Ohio”) (collectively “Comcast”), and Insight Midwest Holdings, LLC (“Insight Holdings”), Insight Communications Midwest, LLC (“Insight Midwest”), Insight Kentucky Partners II, L.P. (“Insight Kentucky”), and Insight Phone of Ohio, LLC (“Insight Ohio”) (collectively, “Applicants”), hereby supplement the above-referenced application with the following requested information:

1. Disclosure of 10% or greater shareholders in Comcast Corporation and Insight Communications Company, Inc.

There are no shareholders with a 10% or greater interest in Comcast Corporation. Wallace Weitz & Company owns 14% of the outstanding shares of Insight Communications Company, Inc. There are no other shareholders with a 10% or greater interest in Insight Communications Company, Inc.

2. Streamlined treatment pursuant to Section 63.03(b)(2)(i)

The above-referenced application is eligible for presumptive streamlined treatment under 47 C.F.R. § 63.03(b)(2)(i). The proposed transaction will result in Insight having a market share in the interstate, interexchange market of substantially less than 10 percent, and Insight will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by SBC, a dominant local exchange carrier that is not a party to this transaction. Finally, neither Comcast nor Insight nor any affiliate of either company is dominant with respect to any telecommunications service it provides.

3. Disclosure of where else Applicants (and/or Applicants' affiliates) are providing telecommunications services

Neither Insight nor any of its affiliates currently provide telecommunications service.

As described in the initial application, the Comcast entities in Indiana and Kentucky (Comcast Indiana and Comcast Kentucky) will be transferred to Insight through the proposed transaction, as will a portion of the operations of the Comcast entity in Ohio (Comcast Ohio).

Various subsidiaries of Comcast Phone, LLC (*e.g.*, Comcast Phone of California, LLC) and Comcast Phone II, Inc., all of which are indirect wholly owned subsidiaries of Comcast Corporation, the ultimate publicly held parent corporation, currently offer telephone service in the following markets: California, Colorado, Connecticut, Florida, Georgia, Illinois, Indiana, Massachusetts, Minnesota, New Hampshire, Ohio, Oregon, Pennsylvania, Texas, Utah, Virginia, and Washington.

Comcast Business Communications, Inc. ("CBC"), an indirect wholly owned subsidiary of Comcast Corporation is authorized to provide resold long distance telecommunications services nationwide, except in Alaska and Hawaii, and it is also authorized to provide competitive local exchange, toll and interexchange access services in the following jurisdictions: Delaware, District of Columbia, Florida, Maryland, Michigan, New Jersey, New York and Pennsylvania.

Comcast Business Communications of Virginia, LLC, an indirect wholly owned subsidiary of Comcast Corporation, is authorized to provide competitive local exchange, toll, intrastate long distance and interexchange access services in Virginia, but it is currently inactive.

MH Lightnet, Inc., an indirect wholly owned subsidiary of Comcast Corporation, is a competitive access provider (CAP) in New Jersey.

Comcast Telephony Communications of Maryland, Inc. and Comcast Telephony Communications of South Carolina, Inc. are authorized to provide competitive local exchange, toll, intrastate long distance and interexchange access services in Maryland and South Carolina, respectively, but they are currently inactive. Comcast Phone of Northern Virginia, Inc., Comcast

Marlene H. Dortch, Esquire
September 14, 2004
Page 3

Phone of Maryland, Inc. and Comcast Phone of Michigan, LLC, all indirect wholly owned subsidiaries of Comcast Corporation, the ultimate parent corporation, offer competitive local exchange, toll, intrastate long distance and interexchange access services in Virginia, Maryland and Michigan, respectively.

Please feel free to contact the undersigned with any questions regarding the information provided herein.

Very truly yours,



J.G. Harrington
Counsel for Insight

JGH

Marlene H. Dortch, Esquire
September 14, 2004
Page 4

bcc.: Gregory Cameron, Esquire
John Sullivan, Esquire
Melissa Conway, Esquire