

**BEFORE THE TENNESSEE REGULATORY AUTHORITY AT
NASHVILLE, TENNESSEE**

December 15, 2009

IN RE:

**JOINT APPLICATION OF CIMCO COMMUNICATIONS,
INC. AND COMCAST PHONE OF TENNESSEE, LLC
FOR APPROVAL OF CUSTOMER BASE**

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**DOCKET NO.
09-00165**

ORDER APPROVING TRANSFER OF AUTHORITY

This matter came before Director Mary W. Freeman, Director Eddie Roberson, and Director Kenneth C. Hill of the Tennessee Regulatory Authority (the “Authority” or “TRA”), the voting panel assigned to this docket, at a regularly scheduled Authority Conference held on November 9, 2009 for consideration of the *Joint Application for Approval of the Transfer of Customer Base* (“*Joint Application*”) filed on October 7, 2009. In the *Joint Application*, CIMCO Communications, Inc. (“CIMCO”) and Comcast Phone of Tennessee, LLC (“Comcast Phone”) (together, “Applicants”), request approval to transfer CIMCO’s Tennessee customer base to Comcast Phone.

CIMCO is an Illinois corporation whose customer base consists primarily of medium-sized business and enterprise customers. In Tennessee, CIMCO has six business customers and is authorized to provide operator services and/or resell telecommunications services pursuant to Authority Order in Docket No. 97-0462 issued on July 8, 1997. CIMCO is also authorized by the Federal Communications Commission (“FCC”) to provide international and domestic interstate telecommunications services as a non-dominant carrier.

Comcast Phone is a Delaware limited liability company and a subsidiary of Comcast Corporation. In Tennessee, Comcast Phone is a facilities-based exchange carrier that is authorized to provide local exchange, interexchange and other telecommunications services pursuant to Authority Order in Docket No. 04-00427 issued on May 16, 2005.

THE JOINT APPLICATION

Pursuant to an Asset Purchase Agreement entered into between Comcast Phone and certain of its affiliates and CIMCO, Comcast Phone will acquire the customer accounts (including related data, databases, contracts and customer records needed to support the provisions of telecommunications services to those customers) of CIMCO in Tennessee. Following the completion of the migration of customers to Comcast Phone, all of the affected customers will continue to receive service from Comcast Phone at the same rates, terms and conditions as currently provided by CIMCO. Comcast Phone intends to adopt the CIMCO tariffs currently on file with the Authority and, for the immediate future, will continue to serve customers under the terms set forth in those tariffs. Also, the Applicants have a Domestic Section 214 Application pending before the FCC in WC Docket No. 09-183 concerning the proposed transfer.¹

FINDINGS AND CONCLUSIONS

Tenn. Code Ann. § 65-4-112 (2004) applies to the transaction described in the *Joint Application* because it results in the transfer of assets from one Tennessee certificated carrier to another. Regarding the transfer of authority, Tenn. Code Ann. § 65-4-112 (2004) states:

No lease of its property, rights, or franchises, by any such public utility, and no merger or consolidation of its property, rights and franchises by any such public utility with the property, rights and franchises of any other such public utility of like character shall be valid until approved by the authority, even though power to take such action has been conferred on such public utility by the state of Tennessee or by any political subdivision of the state.

¹ Data Response, October 20, 2009.

Because the transaction involves a transfer of customers, TRA Rule 1220-4-2-.56(2)(d) additionally applies to the transaction. The rule provides:

1. The acquiring telecommunications service provider shall provide the Authority a copy of the self-certification letter it shall file with the Federal Communications Commission ("FCC"), as required in CC Docket No. 00257, certifying that the customer transfer is in compliance with all FCC regulations governing such transactions.
2. A notification letter, pre-approved by the Authority, shall be mailed by U.S. First Class Postage by the telecommunications service provider being acquired to its customers describing the customer transfer and explaining that the customers' local or long distance service will be transferred to the acquiring telecommunications service provider by a certain date unless the customer selects another telecommunications service provider. This customer notification shall be mailed to the customers no less than thirty (30) days prior to the actual customer transfer. The notification letter required by the FCC may be used for the notification purposes of this part. The Authority may waive the thirty (30) day notice requirement of this part for good cause shown.
3. The acquiring telecommunications service provider agrees to pay any fees charged to the customer associated with changing service to the acquiring telecommunications service provider. The notification letter required in 1220-4-2-.56(2)(d)(2) shall inform the customer of this provision.
4. The acquiring telecommunications service provider agrees to provide to the affected customers a thirty (30) day written notice of any rate increase that may affect their service up to ninety (90) days from the date of the transfer of customers. The notification letter mentioned in 1220-4-2-.56(2)(d)(2) shall inform the customer of this provision.

At the November 9, 2009 Authority Conference, the panel found that the proposed transfer serves the public interest by ensuring that CIMCO customers in Tennessee will continue to enjoy telecommunications services at the same rates, terms and conditions as they currently do. Further, the panel found that CIMCO customers will have access to expanded and more advanced service offerings going forward and that the transaction would enhance Comcast Phone's ability to compete in Tennessee. Thereafter, the panel voted unanimously to: (1) approve the asset transfer described in the *Joint Application* pursuant to Tenn. Code Ann. § 65-4-

112 (2004) contingent upon approval by the FCC; (2) approve the customer notification letter filed on October 7, 2009 contingent upon the filing of the FCC self-certification letter required by TRA Rule 1220-4-2-.56(2)(d)(1); and (3) approve the request of CIMCO to cancel its certificate of convenience and necessity effective upon notice to the Authority that the transaction has been completed and that all of CIMCO's customers have been transferred to Comcast Phone.

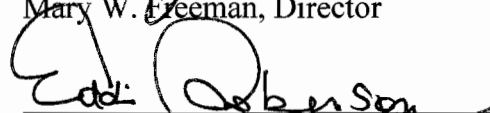
IT IS THEREFORE ORDERED THAT:

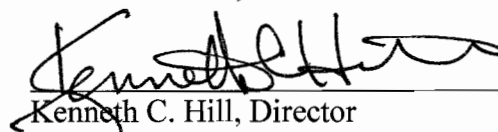
1. The transfer of assets of CIMCO Communications, Inc. to Comcast Phone of Tennessee, LLC as described in the *Joint Application for Approval of the Transfer of Customer Base* and discussed herein is approved contingent upon approval of the Federal Communications Commission. The Applicants shall file with the Authority any documentation related to the action of the Federal Communications Commission in this regard.

2. The customer notification letter is approved contingent upon the filing of the Federal Communications Commission self-certification letter as required under TRA Rule 1220-4-2-.56(2)(d)(1).

3. CIMCO Communications, Inc.'s Certificate of Public Convenience and Necessity is cancelled effective upon notice to the Tennessee Regulatory Authority that the transaction has been completed and that all of CIMCO's customers have been transferred.


Mary W. Freeman, Director


Eddie Roberson, Director


Kenneth C. Hill, Director