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ROBERT K. ANGSTEAD
ROBERT J. BRUNDAGE
MARK W. COMLEY
CATHLEEN A. MARTIN
STEPHEN G. NEWMAN
JOHN A. RUTH

February 14, 2005

The Honorable Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102-0360

FILED³

FEB 14 2005

**Missouri Public
Service Commission**

Re: ATX Licensing, Inc.

Dear Judge Roberts:

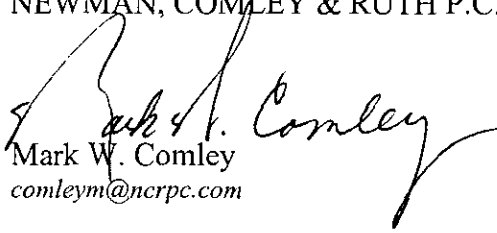
Please find enclosed for filing in the referenced matter the original and five copies of a Application of ATX Licensing, Inc. for a Certificate of Service Authority and for Competitive Classification.

Please contact me if you have any questions regarding this filing. Thank you.

Very truly yours,

NEWMAN, COMLEY & RUTH P.C.

By:


Mark W. Comley
comleym@ncrpc.com

MWC:ab
Enclosure

cc: Office of Public Counsel
General Counsel's Office
Brett P. Ferenchak

**BEFORE THE
MISSOURI PUBLIC SERVICE COMMISSION**

FILED³
FEB 14 2005

Missouri Public
Service Commission

Application of)
)
)

ATX Licensing, Inc.)
)

For a Certificate of Service Authority to Provide)
Intrastate Interexchange Telecommunications)
Services In the State of Missouri and for)
Competitive Classification)
)

Case No. _____

**APPLICATION OF ATX LICENSING, INC.
FOR A CERTIFICATE OF SERVICE AUTHORITY
AND FOR COMPETITIVE CLASSIFICATION**

ATX Licensing, Inc. ("ATX" or "Applicant"), through undersigned counsel and pursuant to Sections 392.361, 392.410, 392.420, 392.430, and 392.440 RSMo. and 4 CSR 240-2.060, hereby requests that the Missouri Public Service Commission ("Commission") issue ATX a Certificate of Service Authority to provide intrastate interexchange telecommunications service within the State of Missouri, classify ATX as a competitive company, and waive certain statutes and rules.¹ In support of this Application, ATX states as follows:

¹ Applicant, its ultimate parent company, ATX Communications, Inc., and its affiliates (collectively, the "Debtors") currently operate their business as debtors-in-possession under the protections of chapter 11 of the U.S. Bankruptcy Code. *In re CoreComm New York, Inc.*, Chap. 11 Case No. 04-10214 (PCB) (Bankr. S.D.N.Y.). On January 24, 2005, the Debtors filed a First Amended Joint Plan of Reorganization ("Plan") with the Bankruptcy Court that would enable the Debtors, including Applicant, to emerge from bankruptcy on or about April 1, 2005. The Plan requires that the existing equity in the Debtors be cancelled and that all, or substantially all, of the equity in the reorganized Debtors be issued to Leucadia National Corporation ("Leucadia"), the holder of the Debtors' senior secured debt. Thus, Leucadia will control the reorganized Debtors, including Applicant, once the Plan takes effect on or about April 1, 2005. The Plan also provides for, among other things, (1) an exit facility of up to \$25 million, which will likely be guaranteed by Applicant and all, or substantially all, of its affiliates and secured by a lien on and security interest in substantially all of the assets of the reorganized Debtors, including those of Applicant, (2) the issuance to certain creditors of the Debtors of notes totaling \$2 million, and (3) other financing arrangements that may require a guarantee by Applicant or a security interest in the assets of Applicant. It is Applicant's understanding that none of these transactions require Commission approval.

A. Description of the Applicant

1. ATX is a Delaware corporation located at 2100 Renaissance Boulevard, King of Prussia, PA 19406. Copies of ATX's Certificate of Good Standing from the Delaware Secretary of State and Articles of Incorporation are attached as Exhibit A. A copy of ATX's Certificate of Qualification to Transact Business in Missouri is attached as Exhibit B.

2. For the purposes of this Application, contacts for the Applicant are as follows:

Mark W. Comley
Newman, Comley & Ruth PC
Monroe Bluff Executive Center
601 Monroe Street, Suite 301
P.O. Box 537
Jefferson City, Missouri 65102-0537
Tel: (573) 634-2266
Fax: (573) 634-3306
Email: comleym@ncrpc.com

and

Eric J. Branfman
Brett P. Ferenchak
Swidler Berlin LLP
3000 K Street, NW, Suite 300
Washington, DC 20007
Tel: (202) 424-7500
Fax: (202) 424-7643
Email: EJBranfman@swidlaw.com
BPFerenchak@swidlaw.com

3. For purposes of other Commission inquiries, complaints, and correspondence, the contact for the Commission will be:

Bruce Bennett
Vice President for External Affairs
ATX Licensing, Inc.
70 West Hubbard Street, Suite 410
Chicago, IL 60610
Tel: (312) 445-1161
Fax: (312) 445-1232
Email: Bruce.Bennett@atx.com

4. Applicant's registered agent in the State of Missouri is:

National Registered Agents, Inc.
300-B East High Street
Jefferson, MO 65101

5. Applicant's toll-free number for contacting Applicant regarding the establishment of service, complaints, and queries about service and billing and all other customer service matters is 800-220-2892.

B. Qualifications

6. ATX is extremely well qualified to provide telecommunications services. ATX is a facilities-based integrated communications provider offering local exchange carrier and inter-exchange carrier telephone, Internet, e-business, high-speed data, and wireless services to business and residential customers in targeted markets throughout the Mid-Atlantic and Midwest regions of the United States. ATX and its affiliates currently serve more than 300,000 business and residential customers. ATX is currently authorized to provide intrastate interexchange telecommunications services in California, Colorado, Connecticut, Delaware, Florida, Georgia, Illinois, Iowa, Kentucky, Louisiana, Maryland, Massachusetts, Michigan, Minnesota, Montana, New Jersey, New York, North Carolina, North Dakota, Ohio, Oklahoma, Pennsylvania, Tennessee, Texas, Utah, Virginia, and West Virginia. ATX is also authorized to provide local

exchange telecommunications services in Delaware, the District of Columbia, Maryland, New Jersey, New York, and Pennsylvania. ATX has not been denied the authority to provide telecommunications services in any jurisdiction.

7. ATX is financially qualified to provide telecommunications services in Missouri as it has access to the financing and capital necessary to conduct its telecommunications operations as specified in this Application.

8. ATX also has the managerial and technical resources necessary to operate in Missouri. Attached hereto as Exhibit C are brief biographies, including descriptions of technical and managerial qualifications, of the persons who will manage ATX's operations in Missouri. Those descriptions contained in Exhibit C demonstrate that ATX has sufficient telecommunications experience to provide the proposed services.

C. Description of Services and Application Statements

9. ATX seeks authority to provide intrastate interexchange telecommunications services throughout the State of Missouri. Therefore, ATX seeks statewide authority. ATX will provide service under the tariff attached as Exhibit D.

10. ATX or its authorized network provider will continuously monitor and maintain a high level of control over its network on a 24-hours-a-day, 7 days-a-week basis.

11. ATX will not unjustly discriminate among its subscribers, as prohibited by Section 392.200 RSMo.

12. Except as described herein, ATX does not have any pending action or final unsatisfied judgments or decisions against it from any state or federal agency or court that involve customer service or customer rates, which action, judgment or decision has occurred within three (3) years of the date of this Application. There is a civil action pending before the

Court of Common Pleas of Bucks County, Pennsylvania that focuses on allegations of service disruptions and a resultant lost business revenue. See *Lindley Elec. Supply Co. v. ATX Telecomm. Serv., Inc.*, Civil Action No. 2003-0009-19-1 (Ct. Com. Pleas Bucks County, Pa.). Because the named defendant in the action, ATX Telecommunications Services, Inc., was no longer in existence at the time the complaint was filed, ATX Licensing, Inc. has responded to the complaint as the actual service provider.

13. Since ATX is requesting an initial certification, no annual reports or fees are overdue. In good faith and in the interest of full disclosure, ATX informs the Commission that it is currently providing resold interexchange services in Missouri. ATX provides such incidental services to branch offices of thirty-one (31) business customers whose principal service location is in another state in which ATX is authorized to provide interexchange service and has been actively marketing services. ATX recently discovered that it was providing intrastate long distance services without proper Commission authorization while conducting due diligence related to its impending emergence from bankruptcy. In an effort to rectify this situation, ATX promptly prepared and filed this application for authority to provide telecommunications services in Missouri. In addition, ATX is in the process of developing and implementing a compliance program to protect against similar mistakes in the future. To the extent possible, and in recognition of ATX's voluntary disclosure, ATX respectfully requests that the Commission grant this application on a *nunc pro tunc* basis.

14. The public interest would be served by granting the certificate requested herein. Therefore, the Commission should approve this Application. Applicant's proposed services will create and enhance competition and expand customer service options, consistent with the legislative goals set forth in Chapter 392 of the Missouri Revised Statutes and the Federal

Telecommunications Act of 1996. Approval of this Application also will expand the availability of innovative, high quality, reliable and competitively-priced telecommunications services in the State of Missouri. ATX will provide customers with a better combination of price, quality, and customer services than other carriers. Accordingly, ATX anticipates that its proposed service will provide its subscribers with better quality services and will increase consumer choice through innovative, diversified, and reliable service and equipment offerings. Thus, grant of Applicant's petition would promote the public interest in the State of Missouri.

D. Classification as a Competitive Company

15. ATX seeks classification as a competitive company, pursuant to Sections 392.361.2 and 392.361.3 RSMo., and the accompanying reduced regulation, pursuant to Section 392.420 RSMo.

16. Applicant respectfully requests that the Commission suspend, waive, or modify the application of the following rules and statutory provisions consistent with the Commission's treatment of other competitive carriers:

Statutes

§ 392.210.2	-	Uniform system of accounts
§ 392.240(1)	-	Rates - Average return on investment.
§ 392.270	-	Property valuation.
§ 392.280	-	Depreciation accounts.
§ 392.290	-	Issuance of stocks and bonds.
§ 392.300.2	-	Acquisition of stock
§ 392.310	-	Issuance of stock.
§ 392.320	-	Stock dividends.
§ 392.330	-	Issuance of securities, debts and notes.
§ 392.340	-	Reorganizations

Regulations

4 CSR 240-10.020	-	Depreciation of fund income.
4 CSR 240-30.010(2)(C)	-	Posting of tariffs.
4 CSR 240-30.040	-	Uniform System of Accounts

17. The above-referenced statutory provisions or regulations have been waived with regard to other competitive carriers. These statutory provisions or regulations are principally designed to apply to noncompetitive telecommunications carriers. It would be inconsistent with the goal and purpose of Section 392.530 RSMo. to apply them to a competitive telecommunications carrier such as Applicant.

18. ATX will comply with all orders and regulations of the Commission applicable to providers of competitive interexchange telecommunication services except those that are specifically waived by the Commission.

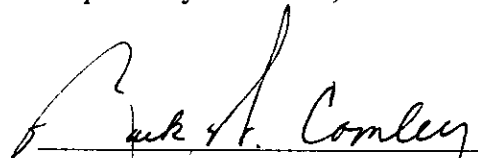
19. To the extent that the Commission may modify its current waiver policies, ATX reserves the right to amend its waiver requests accordingly.

E. Conclusion

For the reasons stated above, Applicant respectfully submits that the public interest, convenience, and necessity would be furthered by a grant of this Application for a Certificate of Service Authority to provide intrastate interexchange telecommunications services, classify ATX and its proposed services as competitive, and grant a waiver of the statutes and regulations referenced above.

Respectfully submitted,

By:



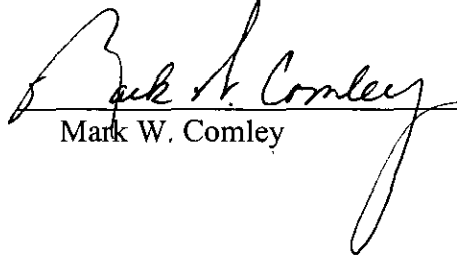
Mark W. Comley #28847
Newman, Comley & Ruth PC
Monroe Bluff Executive Center
601 Monroe Street, Suite 301
P.O. Box 537
Jefferson City, Missouri 65102-0537
Tel: (573) 634-2266
Fax: (573) 634-3306
Email: comleym@ncrpc.com

COUNSEL FOR APPLICANT

Dated: February 14, 2005

CERTIFICATE OF SERVICE

I hereby certify that a copy of this document has been hand delivered or sent by electronic mail, to the Office of Public Counsel and the General Counsel's office on this 14th day of February, 2005.


Mark W. Comley

LIST OF EXHIBITS

Exhibit A	Certificate of Good Standing and Articles of Incorporation
Exhibit B	Authority to Transact Business
Exhibit C	Management Biographies
Exhibit D	Proposed Tariff
Certificate of Service	
Verification	

EXHIBIT A

Certificate of Good Standing

and

Articles of Incorporation

Delaware

PAGE 1

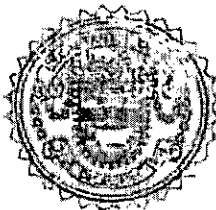
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ATX LICENSING, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF APRIL, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ATX LICENSING, INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF MARCH, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



3196885 8300

040290243

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3064543

DATE: 04-21-04

Delaware

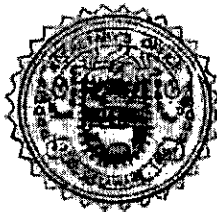
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ATX LICENSING, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ATX LICENSING, INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF MARCH, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



3196885 8300

030625250

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2660596

DATE: 09-29-03

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "ATX LICENSING, INC." AS RECEIVED AND FILED IN THIS OFFICE.

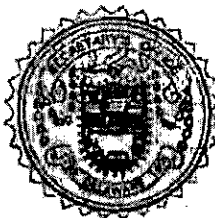
THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FIRST DAY OF MARCH, A.D. 2000, AT 4 O'CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE NINETEENTH DAY OF MAY, A.D. 2003, AT 11:37 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTIETH DAY OF AUGUST, A.D. 2003, AT 6:45 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3196885 8100H

AUTHENTICATION: 2660606

030625266

DATE: 09-29-03

CERTIFICATE OF INCORPORATION

OF

ATX LICENSING, INC.

1. The name of the corporation is:

ATX LICENSING, INC.

2. The address of its registered office in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, located in the County of New Castle, Delaware. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, as amended (the "DGCL").

4. The authorized capital stock of the Corporation shall consist of 100 shares, all of which shall be Common Stock, \$.01 par value.

5. The name and mailing address of the incorporator is:

Daneen Downey
Klehr, Harrison, Harvey, Branzburg & Ellers LLP
260 South Broad Street
Philadelphia, PA 19102

I, THE UNDERSIGNED, being the sole incorporator, for the purpose of forming a corporation pursuant to the DGCL, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 21 day of March, 2000.



Daneen Downey, Sole Incorporator

CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED OFFICE
AND OF REGISTERED AGENT
OF
ATX LICENSING, INC.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is ATX LICENSING, INC.
2. The registered office of the Corporation within the State of Delaware is hereby changed to 9 East Loockerman Street, Suite 1B, City of Dover 19901, County of Kent.
3. The registered agent of the Corporation within the State of Delaware is hereby changed to National Registered Agents, Inc., the business office of which is identical with the registered office of the corporation as hereby changed.
4. The Corporation has authorized the changes hereinbefore set forth by resolution of its Board of Directors.

Signed on April 30, 2003.


Name: MARK Epstein
Title: Sr. Comm. Cnsl.

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:10 PM 05/19/2003
FILED 11:37 AM 05/19/2003
SRV 030322071 - 3196885 FILE

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State of Delaware
Secretary of State
Division of Corporations
Delivered 08:31 PM 08/20/2003
FILED 06:45 PM 08/20/2003
SRV 030544064 - 3196985 PRL

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
ATX LICENSING, INC.**

ATX LICENSING, INC., a Corporation organized and existing under the laws of the state of Delaware (the "Corporation"), hereby certifies as follows:

FIRST: That at a meeting of the Board of Directors of the Corporation resolutions were duly adopted proposing and declaring advisable the following amendment to the Corporation's Certificate of Incorporation:

That Paragraphs 6 and 7 be added to the Corporation's Certificate of Incorporation as follows:

"6. Limitation of Liability. No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under section 174 of the General Corporation Law of the State of Delaware or (d) for any transaction from which the director derived any improper personal benefits.

Any repeal or modification of the foregoing provision shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

7. Adoption, Amendment and/or Repeal of Bylaws. The Board may from time to time adopt, amend or repeal the Bylaws of the Corporation; provided, however, that any Bylaws adopted or amended by the Board may be amended or repealed, and any Bylaws may be adopted, by the stockholders of the Corporation by vote of a majority of the holders of shares of stock of the Corporation entitled to vote in the election of directors of the Corporation."

SECOND: That in lieu of a meeting and vote of the stockholder, the stockholder has given its written consent to said amendments in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware (the "DGCL").

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 and 228 of the DGCL.

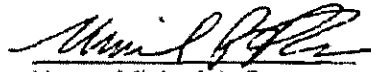
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IN WITNESS WHEREOF, the undersigned has signed this Certificate as of the 20th
of August, 2003.

ATX LICENSING, INC.

By:



Name: Michael A. Peterson

Title: Vice President

EXHIBIT B

Authority to Transact Business

STATE OF MISSOURI



Matt Blunt
Secretary of State
CERTIFICATE OF AUTHORITY

WHEREAS,

ATX LICENSING, INC.
F00576946

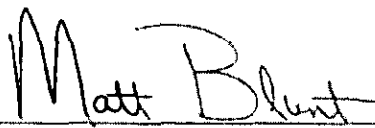
using in Missouri the name

ATX LICENSING, INC.

has complied with the General and Business Corporation Law which governs Foreign Corporations; by filing in the office of the Secretary of State of Missouri authenticated evidence of its incorporation and good standing under the Laws of the State of Delaware.

NOW, THEREFORE, I, MATT BLUNT, Secretary of State of the State of Missouri, do hereby certify that said corporation is from this date duly authorized to transact business in this State, and is entitled to all rights and privileges granted to Foreign Corporations under the General and Business Corporation Law of Missouri.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 22nd day of March, 2004.


Secretary of State

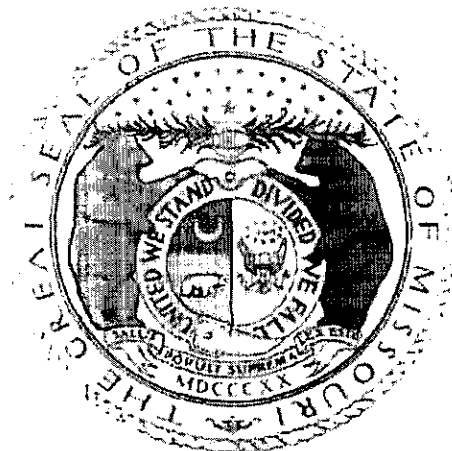


EXHIBIT C

Management Biographies

Thomas Gravina

Thomas Gravina brings an exemplary track record of success in the telecom industry spanning two decades. His visionary leadership, charismatic approach, and intense commitment to the customer experience have made the organizations he has led among the most profitable and respected in their industry.

As the President and CEO of ATX, Mr. Gravina has led the Company through several consecutive quarters of dramatic operational improvement, culminating in the successful recapitalization that gives ATX one of the strongest financial positions in the telecom industry. Today, he is responsible for all aspects of the publicly traded Company, a business competing in multiple industries with approximately 300,000 customers nationwide, annual revenues of \$300 million, and approximately 1,100 employees.

In a transaction with an approximate market capitalization of \$1 billion, Mr. Gravina was the key architect of the September 2000 merger between CoreComm and ATX Telecommunications Services, of which he was Co-Chief Executive Officer and Partner. At the time of the merger, ATX was one of the largest privately held providers in the country, with more than 22,000 clients and 675 employees, and revenues in excess of \$160 million.

From 1987 through 2000, Mr. Gravina was responsible for the creation and development of the operational and administrative infrastructures which supported ATX's dramatic growth during that period. He was the controlling force behind the transformation of ATX from a fledgling shared tenant/software development venture to a successful, profitable telecommunications services concern supporting a complex portfolio of services and rivaling the likes of AT&T, MCI WorldCom, and US Sprint, as well as attracting the interest of public and private investors.

Mr. Gravina has been recognized by the Philadelphia and surrounding business communities with numerous personal awards, including the Philadelphia Business Journal's prestigious "40 Under 40" distinction in 1992. He has been honored as senior executive of ATX in a wide range of programs, from technology leadership awards to Chamber of Commerce events to fundraising campaigns. He is also a sought-after speaker, accepting only select public engagements each year.

He cites as the most rewarding part of his job working with the people at ATX, including between 75 and 100 senior managers who have worked along side of him for, on average, more than 10 years. "We've developed a lot of long-term relationships with a number of very high quality, very smart people," he says. "My goal everyday is to learn something and develop better skills and better intuitions. To do that, you have to be around smart people, and have them challenge you. You delegate authority and responsibility, and watch them grow and develop, and then you try and follow in their tracks. It's kind of a nurturing process among all of us."

Sitting on the Board of ATX Communications, Inc., as well as several other organizations, Mr. Gravina's vision for ATX is to have a positive influence on the ways individuals and businesses communicate, while building long-term value for shareholders and enhancing the Company's contributions to the community.

A graduate and active alumnus of Villanova University, Mr. Gravina is equally dedicated to his community and supports many worthwhile causes including the United Way, Special Olympics, American Cancer Society, Junior Achievement, and assistance for the homeless. Charitable events for which he has been responsible have raised more than \$1 million during the past several years. Additionally, he is a productive member of numerous civic and social organizations.

David Larsen

Mr. Larsen has been an executive with Leucadia National Corporation since 2000. He has been involved in each of Leucadia's investments in telecommunications, including the purchase of WiTel Communications and WebLink Wireless in 2002. Most recently, Mr. Larsen managed Leucadia's purchase of the senior secured debt of ATX and Leucadia's interest in ATX's subsequent Chapter 11 reorganization. He has served as a board member of WebLink Wireless since 2003 and managed the sale of a majority of

its assets to Metrocall Holdings, Inc. (now USA Mobility) in 2004. Prior to Leucadia, Mr. Larsen managed a number of venture capital assets and was a public accountant at PricewaterhouseCoopers. He graduated with degrees from Brigham Young University and the Kellogg School of Management at Northwestern University.

Michael A. Peterson

Michael Peterson has been a vital contributor to ATX's success and growth. His extensive background in business development, coupled with his savvy of the financial markets, has enabled the organization to emerge as one of the industry's best-capitalized companies.

In February 2002, Mr. Peterson was promoted to Executive Vice President, assuming the dual role of Chief Operating Officer and Chief Financial Officer. His advancement recognized his effective skills and leadership, which resulted in significant operational and financial improvement amid a challenging economy in 2001. Mr. Peterson was primarily responsible for the Company's successful recapitalization of approximately \$600 million of debt in 2001. He was also instrumental in improving the Company's profitability by more than \$120 million on an annual basis, which was completed in less than nine months in 2001, and in the negotiation of more than \$100 million of other transactions that same year. He currently sits on the Board of Directors of ATX Communications, Inc.

As Vice President of Corporate Development for CoreComm, Mr. Peterson was instrumental in crafting CoreComm's September 2000 merger with ATX. He was a member of the founding management team of CoreComm, and was responsible for CoreComm's raising of approximately \$400 million in the capital markets, and acquisitions totaling more than \$1.5 billion. He was also Director of Corporate Development for NTL Incorporated from 1996 through 2001, where he directed NTL's financings and acquisitions, including the raising of more than \$2.7 billion in 1998, as well as acquisitions in 1999 which totaled more than \$3.4 billion.

Prior to joining CoreComm, he worked in corporate finance at Donaldson, Lufkin & Jenrette, focusing on the communications industry. He specialized in Mergers and Acquisitions, and Debt and Equity financings, participating in transactions totaling several billion dollars. Mr. Peterson graduated Magna Cum Laude and with Honors from Brown University, and earned his Master's degree from the London School of Economics.

Jeffrey D. Coursen

Jeff Coursen has played a vital role in the emergence of ATX as one of the nation's most profitable and quality-driven telecommunications companies. His exceptional strategic and analytical talents have inspired unparalleled discipline and focus throughout the organization.

A respected 16-year veteran of the telecom field, Mr. Coursen joined the ATX team in 1993 and held the position of Vice President of Strategic Development during ATX's merger with CoreComm, completed in 2000. Promoted to Senior Vice President in September 2001 – and subsequently to Executive Vice President in 2003, his responsibilities extend throughout virtually every functional area of the organization, including strategic planning and execution, product development and management, sales and marketing, technical operations, customer operations, and finance.

Mr. Coursen is currently active in several professional boards and associations, including: the Philadelphia Mayoral E-Commerce Board, the Eastern Technology Council Advisory Board, the New Jersey Technology Council Board of Directors and Legislative Board, and The International Financial Management Association - National Honor Society.

Prior to joining ATX, Mr. Coursen held a succession of management positions at Allnet Communications Services. He received his B.A. from Ohio Wesleyan University 1985 and graduated from The Georgetown University Business School Professional Development Program in 1992. He then received his Executive M.B.A. from Drexel University in 1999, and is currently studying in the Wharton School Executive Management Development Program.

Guy Fardone

Guy Fardone has been a major part of the organization's success as a full-service provider of voice, data, and Internet solutions. His technical knowledge and strategic vision have enabled ATX to enter and excel in new lines of business.

Promoted to Senior Vice President in 2002, Mr. Fardone currently oversees a multitude of initiatives and functions including technical sales, operations and engineering, product development, marketing and management, training, and IS. An integral part of the organization's turnaround since 2000, he also provides leadership to corporate strategy planning, profitability analysis and execution, corporate performance management, and new product development and implementation.

Joining the ATX team in 1990, Mr. Fardone's success in Sales and Sales Management allowed him to develop, implement, and oversee all aspects of ATX's Network Services division, launched in 1996. Through this initiative, ATX was able to dramatically diversify its core long distance service focus by moving into the Internet, data, and network integration markets. By 2000 ATX was consistently being recognized as one of nation's leading providers of Internet and data communications services, network integration, e-business, and managed services, with more than a third of its new revenue coming from these segments. Key relationships with organizations such as Cisco Systems, Compaq, Microsoft, Adtran, and other strategic partners were also forged by Mr. Fardone as a result. He was also directly involved in ATX's entry into the local service segment, which has enabled ATX to become one of the nation's top performing providers of integrated communications solutions. Today, ATX's revenue base is approximately one-third local exchange carrier (LEC) services, one-third inter-exchange carrier (IXC, i.e., long distance) services, and one-third network services (including data and Internet), and is growing increasingly profitable.

Mr. Fardone received his bachelor's degree from Villanova University and is currently involved in various Executive Leadership and Management programs. He also holds numerous technical Sales Certifications with partners such as Cisco and Microsoft.

Tim Allen

Tim Allen's intellect and desire have made him one of the telecom's most successful professionals and managers for more than a dozen years. His energetic yet systematic approach to coaching, learning, consulting, and leveraging resources has been a driving force behind the ascension of ATX's Sales Model to among the most productive and admired across the industry.

Mr. Allen began his career at ATX Telecommunications Services in 1988 as a Telecommunications Consultant and has risen through the sales ranks to its pinnacle. In less than two years after his arrival, he advanced to Senior Account Manager and then District Sales Manager of the Philadelphia region, by far the company's largest. Mr. Allen's achievements led directly to the creation of two new levels of leadership within ATX, with his subsequent promotions to Director of Sales and Marketing and then Vice President. His vision and guidance, as well as his personal contributions with such accounts as Apple Vacations, Toll Brothers, and Karr Barth, helped ATX grow to more than \$160 million in annual revenues as a privately held enterprise.

As a key participant in ATX's 2000 merger with CoreComm, Mr. Allen was elevated again to Senior Vice President, with final responsibility for the entire Commercial Sales Force across the Mid-Atlantic, Midwest, and Great Lakes regions. Further, his impact extends beyond sales to product and strategic development, having been instrumental in the creation, implementation, and evolution of ATX's Network Services and Integration business units.

Prior to joining ATX, Mr. Allen, a 1985 graduate of Villanova University, was an exceptional leader and consultant at both Cable and Wireless Communications, Inc. and Sprint.

Neil Peritz

Neil Peritz is currently the Senior Vice President of Finance of ATX Communications, Inc. and was the Vice President of Finance of ATX Communications, Inc. and its historical affiliates since the acquisition of ATX Telecommunications Services, Inc. in September of 2000 until May of 2001. Prior to the acquisition, Mr. Peritz served as Chief Financial Officer of ATX Telecommunications Services, Inc.

Mark Soma

Mark Soma is currently the Senior Vice President and Chief Software Architect of ATX Communications, Inc. and has been with the organization in many technical roles since July of 1985. Prior to his employment with ATX, Mr. Soma was a student at the University of Pennsylvania and was involved in developing and teaching computer course curricula for a local college as well as the development of software for the statistical analysis of research data for the U. of P. Veterinary School.

Alex Khorram

Alex Khorram, Vice President of Corporate Development, has been with ATX for close to 8 years. Mr. Khorram is responsible for product, network, and general corporate development functions. He holds an MBA from both the Columbia Business School and London Business School.

Charles M. Jacobson

Charles M. Jacobson is currently ATX's Vice President of Finance - Assistant Treasurer, a position he has held since December of 2002. Prior to his current assignment Mr. Jacobson was the Controller for ATX and its affiliates during the period June 2001 until December 2002.

Mr. Jacobson arrived at ATX in June 2001, coming to ATX from Ernst & Young LLP where he served as Audit Manager for the period December 1999 until June 2001. His previous relevant job experience also included the position of Audit Manager with BDO Seidman LLP from September 1996 until December 1999 and Auditor with Bowman & Company LLP from June 1993 until September 1996.

Mr. Jacobson is a Certified Public Accountant and is a member of the New Jersey Society of Certified Public Accountants and the American Institute of Certified Public Accountants.

EXHIBIT D

Proposed Tariff

Verification

STATE OF :
 :
COUNTY OF MONTGOMERY : SS.

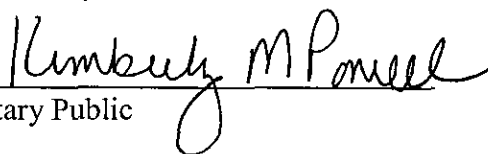
VERIFICATION

I, Bruce Bennett, state that I am Vice President for External Affairs of ATX Licensing, Inc. ("ATX"), Applicant in the foregoing Application; that I am authorized to make this Verification on behalf of ATX; that the foregoing Application was prepared under my direction and supervision; and that the statements in the foregoing document with respect to ATX are true and correct to the best of my knowledge, information, and belief.



Bruce Bennett
Vice President for External Affairs
ATX Licensing, Inc.

Sworn and subscribed before me this 19th day of January, 2005.


Notary Public

My commission expires: _____

