

1. REPORT DATE: 00/00/00 :  
 2. BUREAU: FUS :  
 3. SECTION(S): : 4. PUBLIC MEETING DATE:  
 5. APPROVED BY: : 00/00/00  
 DIRECTOR: :  
 SUPERVISOR: :  
 6. PERSON IN CHARGE: : 7. DATE FILED: 08/08/00  
 8. DOCKET NO: A-310992 : 9. EFFECTIVE DATE: 00/00/00

PARTY/COMPLAINANT:

RESPONDENT/APPLICANT: ATX LICENSING, INC

COMP/APP COUNTY:

UTILITY CODE: 310992

ALLEGATION OR SUBJECT

APPLICATION OF ATX LICENSING, INC., FOR APPROVAL TO BEGIN TO OFFER, RENDER,  
 FURNISH OR SUPPLY SERVICES AS AN INTEREXCHANGE RESELLER TO THE PUBLIC IN THE  
 COMMONWEALTH OF PENNSYLVANIA.....  
 (SEE A-310104F0003; A-310108F0003; AND A-310104F2000 FOR RELATED TRANSACTIONS)

**DOCKETED**  
 JUL 06 2000

**DOCUMENT**

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

701 Pennsylvania Avenue, N.W.  
Washington, D.C. 20004

ORIGINAL

Gil M. Strobel

Direct dial 202 434 7375  
gmstrobel@mintz.com

202 434 7300  
202 434 7400 fax

May 4, 2000

A-310992

**VIA FEDERAL EXPRESS**

Mr. James J. McNulty  
Office of the Secretary  
Commonwealth of Pennsylvania  
Pennsylvania Public Utility Commission  
Room B-20, North Office Building  
North Street and Commonwealth Avenue  
Harrisburg, PA 17120

Dear Secretary McNulty:

Please find attached one original and three copies of the Joint Application of ATX Telecommunications Services, Inc. and CoreComm Limited for the Transfer of Control of ATX Telecommunications Services, Inc. to CoreComm Limited and Request for Expedited Treatment. Also attached is a certificate of service to other necessary parties, and a check for the filing fee of \$350 made out to the Commonwealth of Pennsylvania.

Please date-stamp the additional copy of this filing and return it to the undersigned in the enclosed, self-addressed stamped envelope. If you have any questions please contact me.

Respectfully submitted,

*Gil M. Strobel* (signature)

Gil M. Strobel

RECEIVED

MAY 04 2000  
PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

45

Enclosures

cc: Sara Seidman

DCDOCS:171053.1(3NZH01!.DOC)

DOCUMENT  
FOLDER

ORIGINAL

BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION

A. 310992

Joint Application for Approval of  
Transfer of Control of ATX  
Telecommunications Services, Inc.  
To CoreComm Limited and  
Request for Expedited Treatment

Docket No.

VERIFIED JOINT APPLICATION

RECEIVED

DOCUMENT  
FOLDER

MAY 04 2000  
PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

CoreComm Limited ("CoreComm"), on behalf of itself and its wholly owned subsidiary, CoreComm Pennsylvania, Inc. ("CoreComm PA"), and ATX Telecommunications Services ("ATX") (referred to jointly as the "Applicants"), by their undersigned attorneys, hereby respectfully petition the Public Utility Commission ("Commission") for: (1) approval to transfer ownership and control of ATX from its current shareholders to the present shareholders of CoreComm, pursuant to a Recapitalization Agreement and Plan of Merger, dated March 9, 2000, ("Agreement") between CoreComm and ATX described more fully below; (2) authorization to take all actions contemplated by the Agreement or necessary to consummate the transaction; (3) approval, to the extent necessary, of the pro forma assignment of ATX's Pennsylvania authority to a new corporation, ATX Licensing, Inc. ("ALI") upon consummation of the transaction and the pro forma restructuring of CoreComm; and (4) grant of such other relief as may be necessary or appropriate to effectuate the transaction. Applicants request this approval pursuant to 66 Pa.C.S. § 1102 et seq., 52 Pa. Code § 69.901 et seq. and/or any other provision deemed applicable by the Commission. Applicants also respectfully request approval of this transaction by June 15, 2000, so that the proposed transaction may be completed by June 30, 2000.

DOCKETED  
JUL 03 2000

Both ATX and, through subsidiaries, CoreComm currently provide interstate and intrastate telecommunications services in various states, including Pennsylvania. Upon

consummation of the merger, ATX will be the surviving company but CoreComm's present shareholders will own a majority of shares in ATX and CoreComm's directors and officers will become the directors and officers of ATX. ATX will then change its name to CoreComm Limited. The Applicants also request the Commission's approval, to the extent necessary, for the pro forma assignment of ATX's authorizations to its newly-created, wholly-owned subsidiary, ALI and the pro forma restructuring of CoreComm and its reincorporation as a Delaware corporation. A chart reflecting the structure of the companies before and after this transaction is attached as Exhibit A. Consummation of the proposed transfer of control and pro forma assignment will be essentially transparent to customers of both ATX and CoreComm PA and will not involve any interruption of service or change in the terms and conditions under which customers receive service. In support of this Application, the Applicants provide the following information:

1. ATX is a privately held Delaware corporation. Its principal business address is 50 Monument Road, Bala Cynwyd, Pennsylvania 19004. Its primary, toll-free telephone number is (800) 220-2891. ATX is authorized by the Federal Communications Commission ("FCC") to provide domestic, interexchange and international service. ATX provides intrastate interexchange and/or local exchange service in over twenty states, primarily on a resale basis. ATX was granted authority to offer local exchange and interexchange telecommunications services on a resale basis in Pennsylvania, as ATX Telecommunications Services, Ltd.<sup>17</sup> in CPCN

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<sup>17</sup> In anticipation of this transaction, on February 9, 2000, ATX Telecommunications Services, Ltd. was converted by statutory merger into a corporation with share ownership identical to the ownership of the limited partnership. The corporation retains essentially the same name, ATX Telecommunications Services, Inc., and this change in type of entity did not affect management, the rates or services being provided, or the customer service/Commission contact number, all of which remain the same. Copies of the corporation's Articles of Incorporation, qualification to do business in Pennsylvania and a list of its officers and directors are attached hereto as Exhibits B

reference number A-310104, F0002 (interexchange authority granted September 23, 1992; local authority granted August 21, 1997). Pursuant to this authority, ATX provides telecommunications services throughout Pennsylvania.

2. ALI, a Delaware corporation, is a newly-formed, wholly-owned subsidiary of ATX. It is currently applying for authority to provide interexchange service in several states. A copy of its certificate of incorporation is attached as Exhibit D. Its directors and officers are the same as those of ATX. A copy of ALI's authority to conduct business in Pennsylvania is being obtained and will be forwarded as a supplement to this application when it is available.

3. CoreComm PA is a Delaware corporation and was granted authority to provide local and interexchange services over its own facilities and on a resale basis within Pennsylvania in CPCN reference number A-310801, F0002 (granted July 15, 1999). CoreComm PA is an indirect, wholly-owned subsidiary of CoreComm. CoreComm is a publicly-held, Bermuda corporation with its principal place of business at 110 East 59<sup>th</sup> Street, 26<sup>th</sup> Floor, New York, New York 10022.<sup>2/</sup> CoreComm is traded on the NASDAQ stock exchange under the symbol COMM. CoreComm is a telecommunications service provider operating on an intrastate, interstate and international basis and providing integrated telephone, Internet and data services to residential and business customers. Through various subsidiaries, CoreComm is authorized to provide local and/or interexchange services in over twenty states, including Pennsylvania. The company is also authorized by the FCC to provide domestic interexchange and international services nationwide as a non-dominant carrier.

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and C respectively. It is our understanding that, given the insignificant nature of this change from a limited partnership company to an identically-owned and operated corporation, no formal Commission approval is required.

<sup>2/</sup> As part of the merger transaction, CoreComm will become a domestic, United States corporation, organized under the laws of Delaware. Applicants hereby provide notice of this event and, to the extent necessary, request approval by the Commission.

4. Correspondence or communications pertaining to this Application should be directed to:

For ATX:

James J. Freeman, Esq.  
W. Joseph Price, Esq.  
Kelly Drye & Warren LLP  
1200 19<sup>th</sup> Street, N.W.  
Suite 500  
Washington, DC 20036  
Telephone: (202) 955-9781  
Facsimile: (202) 955-9792

For CoreComm:

Sara F. Seidman, Esq.  
Gil M. Strobel, Esq.  
Mintz, Levin, Cohn, Ferris  
Glovsky and Popeo, P.C.  
701 Pennsylvania Avenue, N.W.  
Suite 900  
Washington, DC 20004  
Telephone: (202) 434-7300  
Facsimile: (202) 434-7400

5. Copies of any correspondence also should be sent to the following designated representatives of the Applicants:

For ATX:

Susan C. Van Allen, Esq.  
ATX Telecommunications  
Services, Inc.  
50 Monument Road  
Bala Cynwyd, PA 19004  
Telephone: (610) 668-3000  
Facsimile: (610) 668-1096

For CoreComm:

Ellen Craig, Esq.  
Director, Regulatory Affairs  
CoreComm Limited  
10 S. Riverside Plaza, Suite 2000  
Chicago, IL 60606  
Telephone: (312) 906-3802  
Facsimile: (312) 559-8388

6. As noted above, CoreComm and ATX have agreed to a plan of merger whereby, through a series of transactions described below, CoreComm shareholders will acquire a majority of the shares of ATX, which will be the surviving entity. The post-merger ATX will subsequently change its name to CoreComm Limited. The Applicants respectfully request approval of the transfer of control of ATX from its current shareholders to the shareholders and board of directors of CoreComm. The Applicants also request approval, to the extent necessary, of the pro forma assignment of ATX's authorizations to its wholly-owned subsidiary, ALI, and of the pro forma restructuring of CoreComm PA's parent, CoreComm.

7. A detailed description of the proposed merger and resulting restructuring of both companies is explained below. Each of these steps, other than steps 1 and 2, will occur on the closing date.

A) Step 1. ATX will create a wholly owned subsidiary, organized under the laws of the State of Delaware, ALI, to which all of its state PUC authorizations will be assigned on the closing date of the merger, subject to any necessary regulatory approvals.

B) Step 2. ATX and CoreComm will each create wholly owned subsidiaries, organized under the laws of Delaware, ATX Merger Sub and CoreComm Merger Sub.

C) Step 3. CoreComm will merge with and into CoreComm Merger Sub, and CoreComm Merger Sub will be the surviving company. CoreComm shareholders will simultaneously become shareholders of CoreComm Merger Sub.

D) Step 4. ATX Merger Sub will merge with and into CoreComm Merger Sub, and CoreComm Merger Sub will be the surviving company, so that CoreComm Merger Sub effectively becomes a wholly owned subsidiary of ATX.

E) Step 5. ATX will recapitalize by issuing shares of its common stock to the original ATX shareholders and the shareholders of CoreComm Merger Sub (whose shares of CoreComm Merger Sub will be cancelled). After this recapitalization, the original ATX shareholders will hold approximately 24.3% of ATX's capital stock and the original CoreComm shareholders will hold approximately 75.7% of ATX's capital stock, on an undiluted basis.<sup>3/</sup> At the same time, the directors and officers of CoreComm will become the directors and officers of ATX. Although the current CoreComm shareholders will hold a majority of the stock of ATX upon consummation of the transaction, no individual shareholder or group of shareholders acting in concert will control ATX. Rather, such control will reside in all of the persons holding shares of ATX at any particular time, as is the case with other publicly held corporations. Accordingly, there will be a transfer of control of ATX, but no substantive change in control of CoreComm PA because the shareholders who now control it will continue to do so. Finally, at the time the transaction is consummated, ATX will change its name to CoreComm Limited.

8. The transfer of control of ATX to CoreComm will be made in a seamless fashion that will not adversely affect the provision of telecommunications services in Pennsylvania. Nor will the day-to-day operations of ATX or CoreComm PA be affected adversely by the merger. After

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<sup>3/</sup> CoreComm has also entered into a separate merger agreement with a third company, Voyager.net, Inc. ("Voyager"), which, if consummated, would change the ownership percentages as follows: CoreComm shareholders - 64.2%; ATX shareholders - 20.5%; Voyager shareholders

completion of the transaction, ALI will change its name to ATX Telecommunications Services, Inc., or adopt that name as a D.B.A. ALI will then provide telecommunications services under the name ATX Telecommunications Services, Inc. and will continue to provide such services under the rates terms and conditions currently offered by ATX. CoreComm PA will continue to provide telecommunications services under its current name and under the rates, terms and conditions it currently offers. Thus, the transfer of control and pro forma license assignment will be transparent to customers and will not have any adverse impact on them. The ATX contact for customer and Commission inquiries will remain Susan Van Allen, 50 Monument Road, Bala Cynwyd, Pennsylvania 19004, (800) 220-2891. The CoreComm PA contact will remain Ellen Craig, Esq., Director, Regulatory Affairs, CoreComm Limited, 10 S. Riverside Plaza, Suite 2000, Chicago, Illinois 60606, (312) 906-3802. At some point after the consummation of the merger, the company may transition ATX customers to the CoreComm brand name after giving full notice to any affected customers.

9. CoreComm is financially well qualified to consummate the proposed transaction and to assure that CoreComm PA and ALI continue to provide superior, reliable service to customers in Pennsylvania. In 1999, CoreComm had revenues of approximately \$58,151,000, working capital of approximately \$121,292,000, and shareholders' equity of approximately \$126,926,000.

10. CoreComm is also well qualified to manage the merged entity. The company is led by a highly-qualified team of management personnel, all of whom have extensive backgrounds in the telecommunications industry. Upon completion of the merger, they will also constitute the management team of the combined company, including ALI. In addition, certain members of the ATX management team will continue to serve with CoreComm after the merger

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- 15.3%. The original CoreComm shareholders and board of directors will retain control of the restructured company.



is consummated. A description of the experience of CoreComm's management and technical team is attached hereto as Exhibit E.

11. Although ALI will be the service provider rather than ATX, ALI will provide the same service, using ATX's name, under the same rates, terms and conditions as ATX. In addition, CoreComm PA will continue to provide service exactly as before the transaction. For this reason, it should not be necessary to notify customers of the proposed transaction. Because the transaction will affect only the parent companies of ALI and CoreComm PA, and because the transaction will be transparent to existing customers, the Applicants hereby seek a waiver of any requirement that they notify customers.


12. Approving the proposed transfer of control of ATX from its current shareholders to CoreComm will serve the public interest. The proposed combination will enhance the ability of both companies to compete in the market for telecommunications services in Pennsylvania, thus expanding customer choice and promoting the continued development of competition in the Pennsylvania telecommunications marketplace. The Applicants will enjoy increased economies of scale, which will permit them to operate more efficiently and compete more effectively. In addition, as a wholly owned subsidiary of the new CoreComm, ALI will have access to the greater financial resources it needs to introduce new products and services in order to respond to the competitive telecommunications environment in Pennsylvania. Consumers in Pennsylvania will benefit significantly from the resulting emergence of an even stronger competitor committed to preserving and building on ATX's and CoreComm's existing customer bases by offering advanced high quality products and services, including, in particular, products and services directed to the often under-served residential market.

13. In sum, Applicants submit that the merger will not have an adverse impact on competition in the telecommunications industry; on the provision of service to Pennsylvania customers, or on the rates paid by those customers. Accordingly, Applicants respectfully request the approval of the Commission under 66 Pa.C.S. § 1102 et seq., 52 Pa. Code § 69.901 et seq. and other provisions deemed applicable by the Commission.


WHEREFORE, Applicants respectfully request that the Commission issue an Order: approving the transfer of control of ATX from its current shareholders to the shareholders of CoreComm pursuant to the Agreement; authorizing all actions contemplated by the Agreement or necessary to consummate the transaction; granting, to the extent necessary, approval of the pro forma assignment of ATX's Pennsylvania authorization to ALI and the pro forma restructuring of CoreComm; and granting such other relief as may be necessary and appropriate to effectuate the merger, this transaction. Applicants respectfully request that the Commission expedite its consideration of this Petition and grant its approval on or before **June 15, 2000**.

Respectfully submitted,

ATX TELECOMMUNICATIONS  
SERVICES, INC.

By:   
James J. Freeman  
W. Joseph Price  
Kelly Drye & Warren, LLP  
1200 19<sup>th</sup> Street, N.W.  
Suite 500  
Washington, DC 2003  
Telephone: (202) 955-9781  
Facsimile: (202) 955-9792

CORECOMM LIMITED

By:   
Sara F. Seidman  
Gil M. Strobel  
Mintz, Levin, Cohn, Ferris,  
Glovsky and Popeo, PC  
701 Pennsylvania Avenue, N.W.  
Washington, DC 20004  
Telephone: (202) 434-7300  
Facsimile: (202) 434-7400

Dated: May 4, 2000

**VERIFICATION**

I am authorized to represent ATX Telecommunications Services, Inc. and to make this verification on its behalf. The statements in the foregoing document relating to ATX Telecommunications Services, Inc. and its subsidiaries are true of my own knowledge, except as otherwise specifically attributed, and as to matters that are stated therein on information and belief, I believe them to be true.

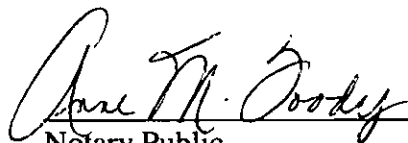
I declare under penalty of perjury that the foregoing is true and correct.

  
Name: Thomas Gravina  
Title: Co-President, Co-COO

STATE OF PA )  
 )  
COUNTY OF PHILA. )

SS

Subscribed and sworn to before this 21<sup>st</sup> day of April 2000 by, who is personally known to me.

  
Notary Public

My Commission expires: 2/27/01

NOTARIAL SEAL ANNE M. FOODY, Notary Public City of Philadelphia, Phila. County My Commission Expires Feb. 27, 2001
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VERIFICATION

I am authorized to represent CoreComm Limited and to make this verification on its behalf. The statements in the foregoing document relating to CoreComm Limited and its subsidiaries are true of my own knowledge, except as otherwise specifically attributed, and as to matters that are stated therein on information and belief, I believe them to be true.

I declare under penalty of perjury that the foregoing is true and correct.

*Christopher A. Holt*

Christopher A. Holt  
Assistant General Counsel –  
Regulatory and Corporate Affairs  
CoreComm Limited

STATE OF New York )  
  ) )  
COUNTY OF Kings      )

SS

Subscribed and sworn to before this 26 day of April 2000 by, who is personally known to me.

*Margaret M. Van Dyke*

Notary Public

My Commission expires: 6-30-01

**EXHIBIT A: Chart Reflecting Structure of Companies Before and After the Transaction**

**EXHIBIT B: ATX's Articles of Incorporation and Certificate of Authority to do Business  
in Pennsylvania**

**EXHIBIT C: ATX's Officers and Directors**

**EXHIBIT D: ALI Certificate of Incorporation**

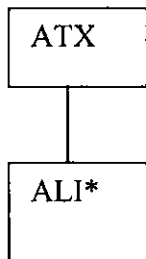
**EXHIBIT E: CoreComm's Management and Technical Team and Biographies**

**EXHIBIT A**

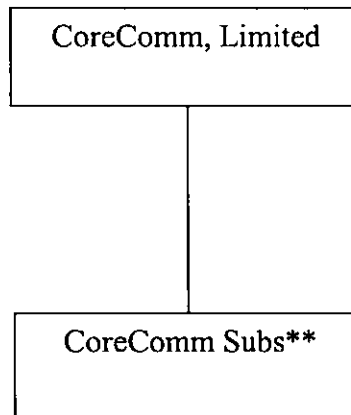
**Chart Reflecting Structure of Companies Before and After the  
Transaction**

**TRANSACTION CHART**

**BEFORE**

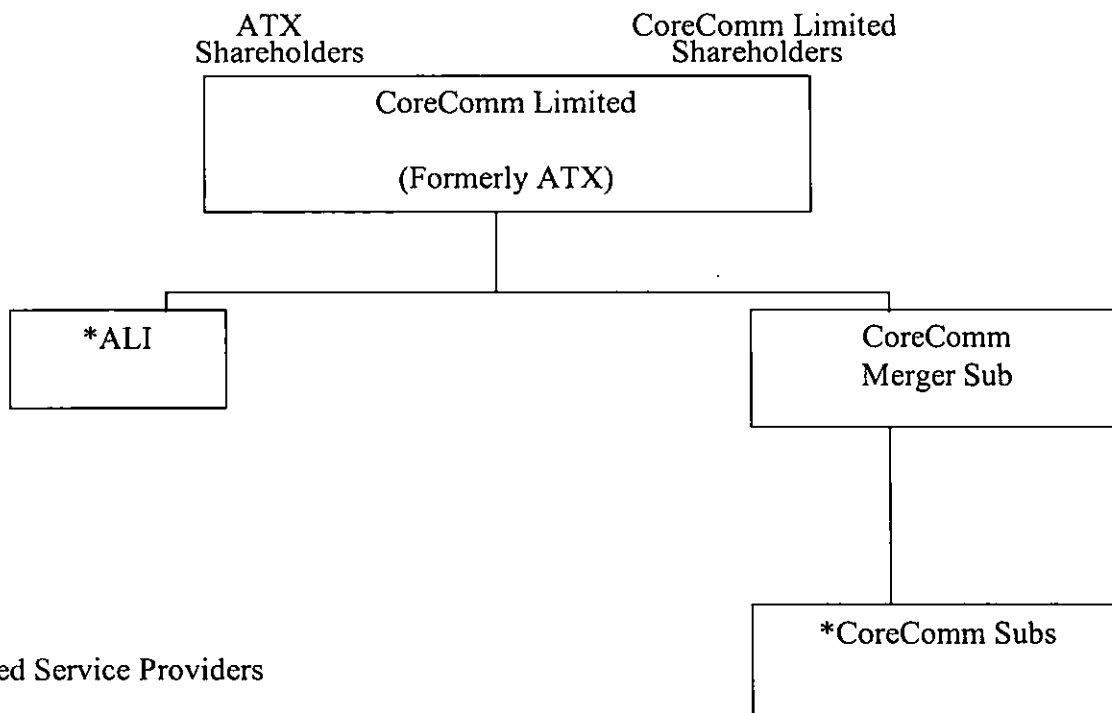


\*ATX is the authorized service provider in most states. ALI is or will shortly be authorized in certain additional states



\*\*CoreComm Limited is the ultimate parent of the CoreComm Subs, which are the authorized service providers

**AFTER**



\* Authorized Service Providers

**EXHIBIT B**

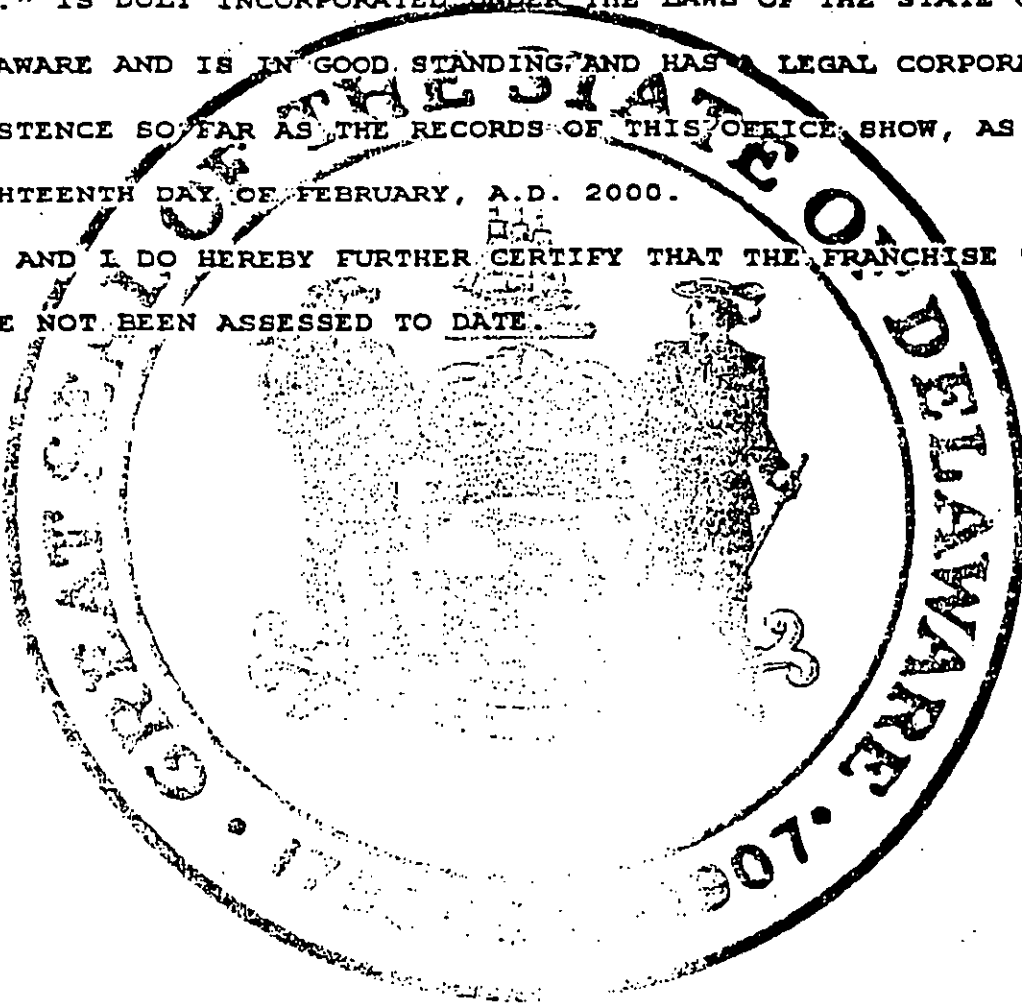
**ATX's Articles of Incorporation and  
Certificate of Authority to do Business in Pennsylvania**



Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ATX TELECOMMUNICATIONS SERVICES, 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 EIGHTEENTH DAY OF FEBRUARY, A.D. 2000.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

3174330 8300

001084570

AUTHENTICATION: 0267708

DATE: 02-18-00

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU  
ROOM 308 NORTH OFFICE BUILDING  
P.O. BOX 8722  
HARRISBURG, PA 17105-8722

293

ATX TELECOMMUNICATIONS SERVICES, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.  
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE  
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS  
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY  
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 2923342

MICROFILM NUMBER: 2000011

0934-0936

CT CORP SYSTEM  
COUNTER

2613191

**CONSENT TO APPROPRIATION OF NAME**  
DECR-17.2 (Rev 99)

Pursuant to 19 Pa. Code § 17.2 (relating to appropriation of the name of a senior corporation) the undersigned association, desiring to consent to the appropriation of its name by another association, hereby certifies that:

1. The name of the association executing this Consent of Appropriation of Name is:

**ATX TELECOMMUNICATIONS SERVICES, LTD.**

2. The (a) address of this association's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue in (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a)	60 Monument Road Number and Street	Bala Cynwyd City	PA State	19006 Zip	Montgomery County
(b) c/o:	Name of Commercial Registered Office Provider				County

For an association represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the association is located for venue and official publication purposes.

3. The date of its incorporation or other organization is: Formed December 2, 1994

4. The statute under which it was incorporated or otherwise organized is:

**Pennsylvania Revised Limited Partnership Act**


5. The association is (check one):

- About to change its name.
- About to cease to do business.
- Being wound up.
- About to withdraw from doing business in this Commonwealth.

6. The association(s) entitled to the benefit of this Consent to Appropriation of Name is (are):

**ATX TELECOMMUNICATIONS SERVICES, INC.**

IN TESTIMONY WHEREOF, the undersigned association has caused this consent to be signed by a duly authorized officer thereof this 9<sup>th</sup> day of February, 2000.

ATX Telecommunications Services, Ltd.  
 By:   
 Dabra Guruchan, Co-Chief Executive Officer

Microfilm Number \_\_\_\_\_

Filed with the Department of State on \_\_\_\_\_

Entity Number 2923342

*Kim D. Fitzgerald*  
Secretary of the Commonwealth

**APPLICATION FOR CERTIFICATE OF AUTHORITY**  
DSCB:15-4124/6124 (Rev 90)

Indicate type of corporation (check one):

Foreign Business Corporation (15 Pa.C.S. § 4124)

Foreign Nonprofit Corporation (15 Pa.C.S. § 6124)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations or unincorporated associations) the undersigned association hereby states that:

1. The name of the corporation is: **ATX TELECOMMUNICATIONS SERVICES, INC.**

2. The name which the corporation adopts for use in this Commonwealth is (complete only when the corporation must adopt a corporate designator for use in Pennsylvania):

**N/A**

3. (If the name set forth in Paragraph 1 is not available for use in this Commonwealth, complete the following):

The fictitious name which the corporation adopts for use in transacting business in this Commonwealth is:

**N/A**

This corporation shall do business in Pennsylvania only under such fictitious name pursuant to the attached resolution of the board of directors under the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) and the attached form DSCB:54-311 (Application for Registration of Fictitious Name).

4. The name of the jurisdiction under the laws of which the corporation is incorporated is:

**Delaware**

5. The address of its principal office under the laws of the jurisdiction in which it is incorporated is:

**50 MONUMENT ROAD**  
Number and Street

**BALA CYNWYD**  
City

**PA**  
State

**19004**  
Zip

**MONTGOMERY**  
County

200011-936

6. The (a) address of this corporation's proposed registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a)	50 MONUMENT Number and Street	BALA CYNWYD City	PA State	19004 Zip	MONTGOMERY County
(b)	c/o Name of Commercial Registered Office Provider				County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

7. (Check one of the following):

- (Business corporation): The corporation is a corporation incorporated for a purpose or purposes involving pecuniary profit, incidental or otherwise.
- (Nonprofit corporation): The corporation is a corporation incorporate for a purpose or purposes not involving pecuniary profit, incidental or otherwise.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Application for a Certificate of Authority to be signed by a duly authorized officer this 9<sup>th</sup> day of February, 2000.

ATX TELECOMMUNICATIONS SERVICES, INC.

By   
Michael Karp, Chief Executive Officer

**EXHIBIT C**

**ATX Officers and Directors**

**OFFICERS AND DIRECTORS OF  
ATX TELECOMMUNICATIONS SERVICES, INC.  
AND  
ATX LICENSING, INC.**

OFFICERS

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Michael Karp	CEO & Secretary	50 Monument Rd., Bala Cynwyd, PA 19004
Thomas Gravina	Co-President, Co-COO & Asst. Secretary	50 Monument Rd., Bala Cynwyd, PA 19004
Debra Buruchian	Co-President, Co-COO & Asst. Secretary	50 Monument Rd., Bala Cynwyd, PA 19004

DIRECTORS

<u>Name</u>	<u>Business Address</u>
Michael Karp, Chairman	50 Monument Rd., Bala Cynwyd, PA 19004
Thomas Gravina	50 Monument Rd., Bala Cynwyd, PA 19004
Debra Buruchian	50 Monument Rd., Bala Cynwyd, PA 19004
Kristin Johnson	50 Monument Rd., Bala Cynwyd, PA 19004
Lisa Greene Kaminsky	50 Monument Rd., Bala Cynwyd, PA 19004

**EXHIBIT D**

**ALI Certificate of Incorporation**



State of Delaware  
Office of the Secretary of State

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ATX LICENSING, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF MARCH, A.D. 2000, AT 4 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Edward J. Freel*

Edward J. Freel, Secretary of State

3196885 8100

001143739

AUTHENTICATION: 0329895

DATE: 03-22-00

# **EXHIBIT E**

## **CoreComm's Management and Technical Team and Biographies**

## **Management**

### **George S. Blumenthal - Chairman of the Board of Directors, CoreComm Limited.**

George S. Blumenthal has been the director of CoreComm Limited ("CoreComm"), since March 1998. Mr. Blumenthal was Chairman, Treasurer and a director of Cellular Communications of Puerto Rico ("CCPR") from February 1992 until its sale in 1998 and was Chief Executive Officer from March 1994 until March 1998. In addition, Mr. Blumenthal is Chairman, Treasurer and a director of NTL, Incorporated ("NTL"). Mr. Blumenthal is also a director of Andover Togs, Inc. Mr. Blumenthal was Chairman, Treasurer and a director of Cellular Communications International from its organization until April 1994. Mr. Blumenthal was also Chairman, Treasurer and a director of Cellular Communications, Inc. ("CCI") from its founding in 1981 until its merger in 1996 into a subsidiary of AirTouch Communications, Inc.

### **J. Barclay Knapp - Chief Executive Officer, CoreComm Limited.**

J. Barclay Knapp has been CoreComm's President, Chief Executive Officer, Chief Financial Officer and director since March 1998. Mr. Knapp was appointed President of CCPR in March 1994 and Chief Executive Officer in March 1998, and remained in those positions until the sale of CCPR. Mr. Knapp has been a director of CCPR since February 1992 and was Chief Financial Officer from that date to 1997. Mr. Knapp was Executive Vice President, Chief Operating Officer and a director of Cellular Communications International from July 1991 until June 1998. He is President, Chief Executive Officer, Chief Financial Officer and a director of NTL. Mr. Knapp was also Executive Vice President, Chief Operating Officer, Chief Financial Officer and a director of CCI until the CCI merger in 1996.

### **Patty J. Flynt - President, CoreComm Limited.**

Patty J. Flynt has been Chief Operating Officer of CoreComm since 1998. She has worked with CoreComm and its historical affiliates since 1989. She previously served as Group Managing Director - Information Systems for NTL, and Vice President of Information Systems for CCI. Prior to joining CCI, she served in the Information Services division of Blue Cross/Blue Shield of Ohio for 17 years. Flynt is a native of Cleveland, and earned both her undergraduate degree (1984) and her M.B.A. (1987) from Baldwin-Wallace College in Cleveland.

### **Richard J. Lubasch - Senior Vice President-General Counsel, Secretary, CoreComm Limited.**

Richard J. Lubasch has been CoreComm's Senior Vice President - General Counsel and Secretary since 1998. Additionally, Mr. Lubasch was CCPR's Senior Vice President - General Counsel and Secretary from February 1992 until its sale. He was also the Senior Vice President - General Counsel, Secretary and Treasurer of Cellular Communications International from July 1991 until its sale, and has been Senior Vice President - General Counsel and Secretary of NTL

since its formation. Mr. Lubasch was Vice President - General Counsel and Secretary of CCI from July 1987 until the CCI merger in 1996.

## **Technical and Customer Support**

### **Thomas S. Della Rocco - Vice President - Network Design and Build, CoreComm Limited.**

Mr. Della Rocco is Vice President of CoreComm. Prior to joining CoreComm, Mr. Della Rocco worked as Vice President of CableTel (now known as NTL Incorporated in the U.K.) beginning in June 1993. Mr. Della Rocco was the first employee of that company in the U.K. and assisted in establishing its technical staff in six regions.

Mr. Della Rocco has over fifteen years experience in System Engineering, construction and operations of many types of telecommunications systems world wide, including international and domestic A and B type earth stations, TV broadcast stations, private microwave networks, cellular, analog and digital radio systems, telephony switching and CATV. Prior to joining NTL, Mr. Della Rocco worked for CCI beginning in 1984, eventually being promoted to Senior Vice President of Network Services responsible for all network aspects, including design, build out, maintenance and budgeting.

Mr. Della Rocco began his telecommunications career in 1977 with Harris Corporate in Melbourne, Florida as a Field Engineer responsible for constructing and delivering completed international and domestic earth stations in Sudan and Uganda. Dr. Della Rocco graduated with a Mechanical Engineering specialty from Brevard Community College in 1977.

### **Stefan Eckert – Vice President, CoreComm Limited.**

Stefan Eckert has served as Vice President of CoreComm since its formation. He has worked for CoreComm and its related historical affiliates since 1985. He served as Senior Vice President of Sales for the Southern Region for CCI. Prior to joining CCI, he was General Manager of Aratex, and served in the Air National Guard and Coast Guard Reserves. Eckert is a 1972 graduate of the University of Missouri, St. Louis, with a B.S. in Business Administration.

### **Beth K. Fisher – Vice President - Customer Relations, CoreComm Limited.**

Since joining CoreComm in August 1996, Beth Fisher's responsibilities have revolved around keeping customers satisfied. Her 14 years of experience in the telecommunications industry lends well to her position as Vice President - Customer Operations. In 1985, Fisher joined Cellular One in Dayton, OH as a controller, and eventually worked her way up to regional controller, general manager and senior vice president of customer operations in Ohio and Michigan. Prior to her start in telecommunications, she worked as a controller for a start-up regional transportation firm, Sawyer Eastern, in Hammond, IN and as a staff auditor for Peat Marwick Mitchell in South Bend, IN. Fisher graduated with an Accounting degree from Manchester College in Indiana in 1982 and earned her CPA the following year.

**Hamid R. Heidary – Vice President - Technology, CoreComm Limited.**

Mr. Heidary is Vice President-Technology for CoreComm Nevada, Inc. He also serves as Vice President-Network Services Operations of NTL, Inc.'s U.K. operations. Mr. Heidary joined NTL in 1993 and has served as the Group Managing Director of its U.K. operations and Group Director of Network Services. Mr. Heidary was first appointed as a Vice President of NTL in June 1994. He has spent over sixteen years in various technical roles within the cable television and communications industry.

Mr. Heidary was the principal architect of NTL's local loop telephony & CATV networks, covering more than 2.5 million homes and businesses. He was intimately involved in the design and planning of NTL's fiber based SONET network covering England, Scotland, Wales, Northern Scotland and the Republic of Ireland, and was responsible for budgeting, equipment selection, vendor approval and the construction of both the local loop and the nationwide SONET network with an approximate annual capital expenditure budget in excess of \$300 million. Prior to joining NTL, Mr. Heidary held the position of Vice President of Engineering at C-Core Electronics, Inc. of Pennsylvania, U.S.A.

Mr. Heidary received an MBA from California Coast University, an MSEE from Southern Illinois University, and a BSEE from Southern Illinois University.

The personnel listed above may be contacted at the following address and phone number:

CoreComm Limited.  
110 East 59th Street  
New York, NY 10022,  
Phone: (212) 906-8440  
Facsimile: (212) 906-8497

**CERTIFICATION**

I hereby certify that I have this day served a true copy of the foregoing document upon the participants, listed below, in accordance with the requirements of § 1.54 (relating to service by a participant).

Office of Consumer Advocate  
555 Walnut Street  
5<sup>th</sup> Floor Forum Place  
Harrisburg, PA 17101-1923

Bernard A. Ryan, Jr.  
Small Business Advocate  
Commerce Building Suite 1102  
300 North Second Street  
Harrisburg, PA 17101

Dated this 4<sup>th</sup> day of May, 2000.

Phil M. Stozel  
(Signature) 

Counsel for

CoreComm Limited

COMMONWEALTH OF PENNSYLVANIA  
PENNSYLVANIA PUBLIC UTILITY COMMISSION  
P. O. BOX 3265, HARRISBURG PA 17105-3265

ORIGINAL

IN REPLY PLEASE  
REFER TO OUR FILE  
Secretary  
717-772-7777

July 6, 2000

A-310104 F0003  
A-310801 F0003

✓ A-310992

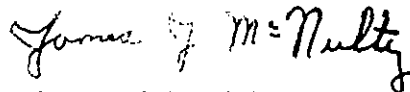
GIL M STROBEL, ESQUIRE  
MINTZ LEVIN COHN FERRIS GLOVSKY & POPEO PC  
701 PENNSYLVANIA AVENUE NW  
WASHINGTON DC 20004

Dear Mr. Strobel:

Receipt is acknowledged of the Joint Application of ATX  
Telecommunications Services, Inc., and CoreComm Limited, which  
has been captioned and docketed to the above numbers.

This matter will receive the attention of the Commission and  
you will be advised of any further necessary procedure.

Sincerely,



James J. McNulty  
Secretary

JJM:ddt

Cc: James J. Freeman, Esquire  
Susan C. Van Allen, Esquire  
Ellen Craig, Esquire

DOCKETED  
JUL 06 2000

DOCUMENT  
FOLDER