

NEWMAN, COMLEY & RUTH P.C.

ATTORNEYS AND COUNSELORS AT LAW

601 MONROE STREET, SUITE 301

P.O. BOX 537

JEFFERSON CITY, MISSOURI 65102-0537

TELEPHONE: (573) 634-2266

FACSIMILE: (573) 636-3306

www.ncrpc.com

ROBERT K. ANGSTEAD
ROBERT J. BRUNDAGE
MARK W. COMLEY
LANETTE R. GOOCH
CATHLEEN A. MARTIN

MARTIN A. MILLER
STEPHEN G. NEWMAN
THOMAS R. O'TOOLE
JOHN A. RUTH
ALICIA EMBLEY TURNER

June 28, 2006

FILED⁴

JUN 28 2006

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

Missouri Public
Service Commission

Re: BROADVIEW NETWORKS HOLDINGS, INC. AND ATX LICENSING, INC.

Dear Judge Dale:

Enclosed for filing please find the original and five copies of a Joint Application.

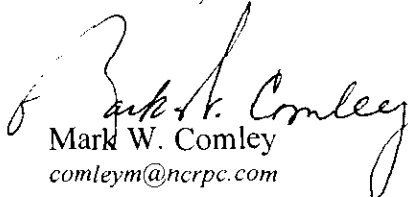
Would you please bring this filing to the attention of the appropriate Commission personnel.

Please contact me if you have any questions concerning 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
Danielle C. Burt

BEFORE THE
MISSOURI PUBLIC SERVICE COMMISSION

FILED⁴
JUN 28 2006

Missouri Public
Service Commission

Joint Application of)

Broadview Networks Holdings, Inc.)

and)

ATX Licensing, Inc.)

For Approval of an Indirect Transfer of Control of)
ATX Licensing, Inc)

Docket No. _____

JOINT APPLICATION

Broadview Networks Holdings, Inc. ("Broadview Holdings") and ATX Licensing, Inc. ("ATX," collectively "Applicants"), through their undersigned counsel and pursuant to Section 392.300 RSMo 2000 and 4 CSR 240-2.060 of the Rules of the Missouri Public Utilities Commission ("Commission") and contingent on the Commission accepting jurisdiction over this matter,¹ request Commission approval or such authority as may be necessary or required to enable the parties to consummate a transaction whereby Broadview Holdings will acquire indirect control of ATX, a non-dominant carrier, holding authority from the Commission to provide telecommunications services in Missouri.

Although the proposed transaction will result in a change in the ultimate ownership of ATX, no transfer of certificates, assets or customers will occur as a consequence of the proposed transaction. ATX will continue to provide service to its existing customers in Missouri pursuant

¹ As described more fully below, Applicants believe that the proposed transaction may not be within the jurisdiction of the Commission. Nevertheless, Applicants file this Application out of abundance of caution should the Commission determine otherwise.

to those authorizations under the same rates, terms and conditions. Accordingly, this transaction will be transparent to the customers of ATX.

Applicants request that the Commission act expeditiously to grant the authority requested herein prior to, but no later than, September 1, 2006, so that Applicants can timely consummate the proposed transaction as soon as possible thereafter to meet important business objectives.

In support of their Application, the Applicants state as follows:

I. DESCRIPTION OF THE APPLICANTS

A. ATX Licensing, Inc.

1. ATX is a corporation organized under the laws of the State of Delaware and is duly registered in Missouri as a foreign corporation. A copy of ATX's certificate of good standing is attached hereto as Exhibit A. ATX is a facilities-based integrated communications provider offering local exchange carrier and interexchange carrier telephone, Internet, e-business, and high-speed data services to business and residential customers in targeted markets throughout the mid-Atlantic and Midwest regions of the United States. ATX is headquartered in King of Prussia, Pennsylvania and is a subsidiary of ATX Communications Inc., a Delaware corporation.² ATX Communications, Inc. is a wholly owned subsidiary of Leucadia National Corporation ("Leucadia"). Leucadia is a publicly traded (NYSE: LUK) holding company headquartered in New York. The company engages in diversified businesses in the United States including manufacturing, healthcare services, telecommunications, real estate, and other activities.

2. In Missouri, ATX is authorized to provide resold long distance telecommunications services pursuant to certification XA-2005-0272 granted by May 31, 2005.

ATX is also authorized by the FCC to provide international and domestic interstate services as a non-dominant carrier.

B. Broadview Networks Holdings, Inc.

3. Broadview Holdings is a privately held Delaware corporation with offices located at 800 Westchester Avenue, Suite N-501, Rye Brook, NY. Broadview Holdings is the corporate parent of Broadview Networks, Inc. ("Broadview"), a New York corporation with offices located at 800 Westchester Avenue, Suite N-501, Rye Brook, NY.³ Broadview is a network-based electronically integrated communications provider which serves small and medium-sized businesses in the northeastern and mid-Atlantic United States. Broadview is authorized to provide competitive telecommunications services in approximately 20 states and is authorized by the FCC to provide international and interstate service.

Broadview Holdings is also the parent company of Broadview NP Acquisition Corp. ("Broadview NP"), BridgeCom International, Inc. ("BridgeCom"), and TruCom Corporation ("TruCom"). Broadview NP and BridgeCom are Delaware corporations. TruCom is a New York corporation. Broadview NP, BridgeCom and TruCom all have principal offices located at 800 Westchester Avenue, Suite N-501, Rye Brook, NY. These subsidiaries also hold authorizations to provide competitive telecommunications services in multiple states and authority from the FCC to provide international and interstate services. None of Broadview Holdings' current

² ATX Licensing, Inc. is a wholly owned subsidiary of CoreComm-ATX, Inc., which, in turn, is a wholly owned subsidiary of CoreComm Communications, Inc., which, in turn, is a wholly owned subsidiary of ATX Communications, Inc.

³ Commission rule 4 CSR 240-2.060 (C) requires an applicant that is a foreign corporation to attach a certificate from the Missouri Secretary of State's office that the applicant is authorized to do business in the State of Missouri. ATX and Broadview Holdings respectfully request that the Commission waive this requirement pursuant to 4 CSR 240. 2.015. Broadview Holdings has no present intention of engaging in business in the State of Missouri and its role at this time is to serve as the acquiring company for control of ATX. The nature of Broadview Holdings' stock ownership will not require it to generally engage in any business in the state of Missouri, and its joint application here is an isolated transaction. The Applicants submit that good cause is present for the waiver.

operating subsidiaries hold any certifications nor provide any telecommunications services in Missouri.

II. CONTACT INFORMATION

4. For the purposes of this Application, questions or any correspondence, orders, or other materials should be directed to the following contacts for the Applicants:

Mark W. Comley
NEWMAN, COMLEY & RUTH P.C.
601 Monroe Street, Suite 301
P.O. Box 537
Jefferson City, MO 65102
(573) 634-2266 (Tel)
(573) 636-3306 (Fax)
comleym@ncrpc.com

and

Catherine Wang
Eric J. Branfman
Bingham McCutchen LLP
3000 K Street, NW, Suite 300
Washington, DC 20007-5116
Tel: (202) 373-6000
Fax: (202) 424-7645
Email: catherine.wang@bingham.com
eric.branfman@bingham.com

With copies to:

Charles Hunter
Executive Vice President and General Counsel
Broadview Networks Holdings, Inc.
800 Westchester Avenue, Suite N-501
Rye Brook, NY 10573

and

Mark Epstein
General Counsel
ATX Communications, Inc.
2100 Renaissance Boulevard
King of Prussia, PA 19406

III. REQUEST FOR APPROVAL OF TRANSFER OF CONTROL

A. *Description of the Transaction*

5. The proposed transaction whereby Broadview Holdings will acquire control of ATX will be accomplished through an indirect transfer of control. For the Commission's convenience, pre- and post-transaction organizational charts are provided as Exhibit B. ATX Communications, Inc., LUK-CLEC LLC, and other stockholders of ATX Communications, Inc., collectively own all of the outstanding shares of ATX Communications, Inc., parent to ATX. Under the proposed transaction, Broadview Holdings will purchase all outstanding shares of ATX Communications, Inc. for cash.

6. As a result of these steps, Broadview Holdings will control ATX Communications, Inc., the parent of ATX.⁴ Applicants therefore request authority for the indirect transfer of control of ATX Communications, Inc.'s subsidiary, ATX, to Broadview Holdings. Immediately following the consummation of the proposed transaction, ATX will continue to offer service with no change in the rates or terms and conditions of service. ATX will continue to provide service to its customers under the same name. Therefore, the transfer of control of ATX will be seamless and transparent to consumers in the State of Missouri.

B. *Broadview Holdings' Qualifications*

7. Broadview Holdings has the technical, managerial, and financial qualifications to acquire control of ATX. Broadview Holdings, through its operating subsidiaries, is a leading regional communications company, operating an advanced telecommunications platform. Broadview Holdings is operated by a highly qualified management team, all of whom have extensive backgrounds in telecommunications. Moreover, management biographies for the

Broadview Holdings management team are attached at Exhibit C. Immediately following the transaction, ATX will continue to operate as a separate subsidiary of Broadview Holdings.

C. Public Interest Statement

8. Applicants submit that the transaction described herein will serve the public interest. The proposed transaction will provide ATX access to Broadview Holdings' substantial technical and management expertise, financial resources and complementary suite of services. Further, the proposed transaction will enable ATX's customers to benefit from Broadview Holdings' national network and broad suite of IP-based services. Together, these benefits are expected to strengthen ATX's ability to expand its offerings and provide more advanced telecommunications services to a broader customer base in Missouri. Applicants expect that the proposed acquisition will enable both ATX and Broadview Holdings to strengthen their competitive positions in Missouri to the benefit of Missouri consumers and the State's telecommunications marketplace.

9. Further, the transaction will be conducted in a manner that will be transparent to customers of ATX. The transfer of control of ATX will not result in a change of carrier for customers or any transfer of authorizations. Following consummation of the proposed transaction, ATX will continue to provide high-quality communications services to its customers without interruption and without immediate change in rates, terms or conditions.

10. The public interest will also be served by expeditious consideration and approval of the transaction no later than September 1, 2006. For various important business and financial reasons, Applicants require that the transaction be closed as quickly as possible. Delay in the regulatory approval process can have multiple adverse consequences to the stakeholders in the

⁴ Due to the voluminous and confidential nature of the transaction document, a copy has not been attached hereto. Should the Commission require a copy of this document, the Applicants will provide it under seal pursuant

transaction including the customers and end-users of ATX and Broadview Holdings. In particular, the Applicants/Petitioners are acutely aware that delay in the regulatory process can cause the customers of both carriers to become uncertain about their providers and the employees of both carriers to become uncertain about their employers. Moreover, delay in the regulatory approval process will prevent the parties from realizing the economic and operational benefits expected from the transaction or delivering expanded customer services as quickly as the parties otherwise would.

11. Applicants emphasize that the proposed indirect transfer of control will be seamless and completely transparent to ATX's customers, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers. Accordingly, Applicants request that the Commission commence its examination of the proposed transaction as soon as possible and complete its review no later than September 1, 2006.

IV. ADDITIONAL INFORMATION REQUIRED BY RULES

12. Pursuant to the requirements of 4 CSR 240-2.060(K), Applicants state that they do not have any pending or unsatisfied final judgments or decisions against them in any state or federal agency or court which involve customer service or rates, which action, judgment or decision occurred within the last three (3) years. Pursuant to the requirements of 4 CSR 240-2.060(L), Applicants state that, to the best of their knowledge, they have no annual report or assessment fees that are overdue. Pursuant to the requirements of 4 CSR 240-3.520(F), Applicants state that they do not anticipate that the proposed transaction will have any impact on tax revenues of any political subdivision in which structures, facilities or equipment of the Applicants are located.

V. JURISDICTION OF COMMISSION OVER PROPOSED TRANSACTION

13. Applicants file their application for approval under Section 392.300 out of an abundance of caution in case the Commission determines that the statute applied to their transaction. Whether the Commission ultimately determines that it does have jurisdiction over this transaction is not Applicants' primary concern. Instead, Applicants are primarily concerned that such a decision is made promptly and if approval is necessary, that it be granted in an expedited fashion so that Applicants can complete their transaction in a timely fashion. As described below, Applicants believe that the Commission does not have jurisdiction over the proposed transaction, which conclusion is consistent with prior Commission decisions.

A. Applicability of Section 392.300

14. Under Section 392.300.1, the Commission must approve the sale of "any part of its franchise, facilities or system, necessary or useful in the performance of its duties to the public" or any, direct or indirect, merger of such line or system, or franchise, or any part thereof, with any corporation, person or public utility. This section would appear to apply to the transfer of assets of a telecommunications company or the merger of a telecommunications company with another entity. On its face, however, Section 392.300.1 does not appear to apply to the mere transfer of an ownership interest in a company. This section would clearly apply to the transfer of assets of a telecommunications company or the merger of a telecommunications company with another entity. An acquisition of the ownership interest in a telecommunications company, therefore, falls outside the scope of Section 392.300.1.⁵

15. The Commission has, under Section 392.300.2, jurisdiction over transactions similar to Applicants' proposed transaction. Specifically, Section 392.300.2 requires approval for

⁵ As described above, the proposed transaction involves the acquisition by Broadview Holdings of ATX Communications, Inc., the parent of ATX.

the stock corporation to buy more than 10% of the capital stock issued by a telecommunications company organized or existing under or by virtue of the laws of Missouri. ATX is not organized or existing under or by virtue of the laws of Missouri, but under the laws of Delaware. Section 392.300.2, therefore, does not apply to ATX.

B. The Commission has Dismissed for Lack of Jurisdiction Applications for Approval of Similar Transactions

16. The Commission has dismissed for lack of jurisdiction a number of applications for approval of transactions similar to the proposed transaction of Applicants. Recently, the Commission determined that Section 392.300.1 did not apply to a transaction in which the membership interests in KMC Data LLC ("KMC Data") were acquired by Hypercube, LLC ("Hypercube").⁶ The Commission concluded that since KMC Data would retain all of its assets and would simply be owned by a different holding company, KMC Data was not disposing of its franchise, facilities, or system. In *KMC Data/Hypercube*, the Commission also recognized that Section 392.300.2 did not give the Commission jurisdiction over the transaction because Hypercube was not organized under Missouri law. Since the transaction proposed by Applicants has these same elements,⁷ Commission precedent would dictate that the Commission dismiss this Application for lack of jurisdiction.

17. This case cited by Applicants concludes that transfers of control not affecting the operations of the certificated entity are outside the jurisdiction of the Commission under Section 392.300. The Commission, therefore, should similarly dismiss Applicants' Application for lack of jurisdiction.

⁶ *Joint Application of Hypercube, LLC and KMC Data LLC for Grant of the Authority to Complete a Service of Transactions Resulting in the Transfer of Control of an Authorized Carrier*, Case No. TM-2006-0289, Order Dismissing Joint Application (Feb. 23, 2006) (hereinafter *KMC Data/Hypercube*).

⁷ Applicants note that while the Commission explicitly waived Section 392.300.2 for KMC Data in its certificate cases, Section 392.300.2 was not waived by the Commission in the certificate case of ELI.

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the transfer of control of ATX Licensing, Inc. Applicants respectfully request expedited treatment to permit Applicants to complete the transaction no later than September 1, 2006.

Respectfully submitted,

By: 

Mark W. Comley (#28847)
NEWMAN, COMLEY & RUTH P.C.
601 Monroe Street, Suite 301
P.O. Box 537
Jefferson City, MO 65102
(573) 634-2266 (Tel)
(573) 636-3306 (Fax)
comleym@ncrpc.com

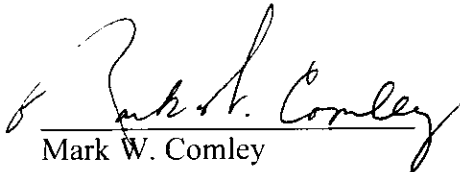
Catherine Wang
Eric Branfman
BINGHAM MCCUTCHEN LLP
3000 K Street, N.W., Suite 300
Washington, DC 20007-5116
Tel: (202) 373-6000
Fax: (202) 424-7645
Email: catherine.wang@bingham.com
eric.branfman@bingham.com

Counsel for the Applicants

Dated: June 28, 2006

Certificate of Service

I hereby certify that a copy of this document has been electronically transmitted to the Office of the General Counsel of the Missouri Public Service Commission at gencounsel@psc.mo.gov, and to the Office of Public Counsel at opcservice@ded.mo.gov, on this 28th day of June 2006.


Mark W. Comley

LIST OF EXHIBITS

Exhibit A	ATX Certificate of Corporate Good Standing
Exhibit B	Pre- and Post-Transaction Illustrative Chart
Exhibit C	Management Biographies
Verifications	

EXHIBIT A

ATX Certificate of Corporate Good Standing



Robin Carnahan
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING

ROBIN CARNAHAN, Secretary of the State of Missouri, do hereby certify that the records of my office and in my care and custody reveal that

ATX LICENSING, INC.

ing in Missouri the name

ATX LICENSING, INC.
F00576946

DELAWARE entity was created under the laws of this State on the 22nd day of March, 2006 and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 28th day of June, 2006

Robin Carnahan

Secretary of State

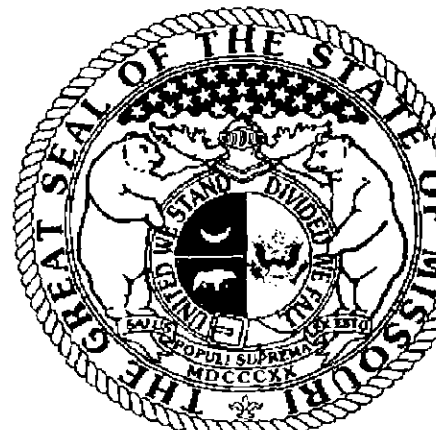
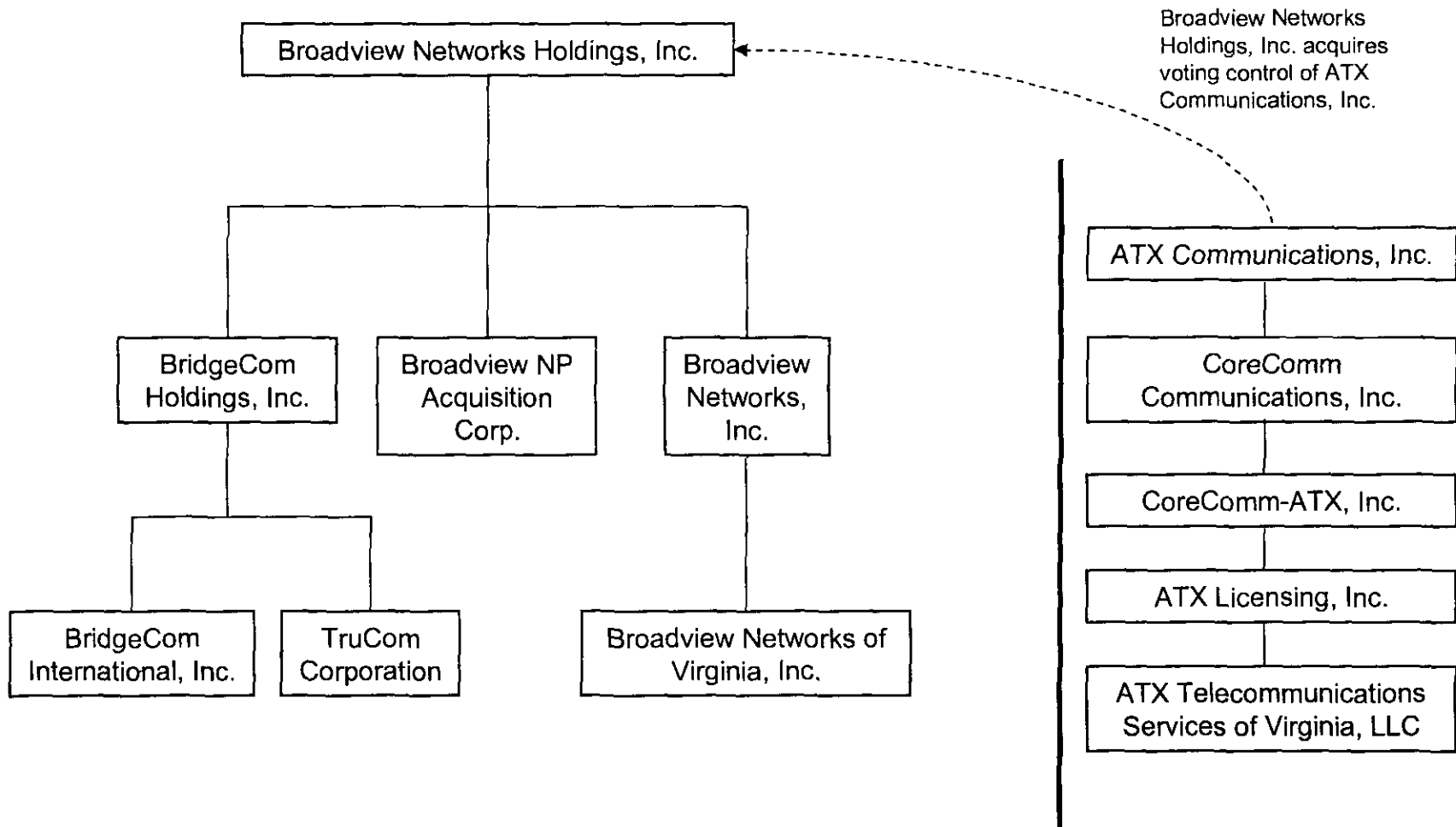


EXHIBIT B

Pre- and Post-Transaction Illustrative Chart

Broadview – ATX
Pre- and Post-Transaction Illustrative Chart

PRE-TRANSACTION



Broadview – ATX
Pre- and Post-Transaction Illustrative Chart

POST-TRANSACTION

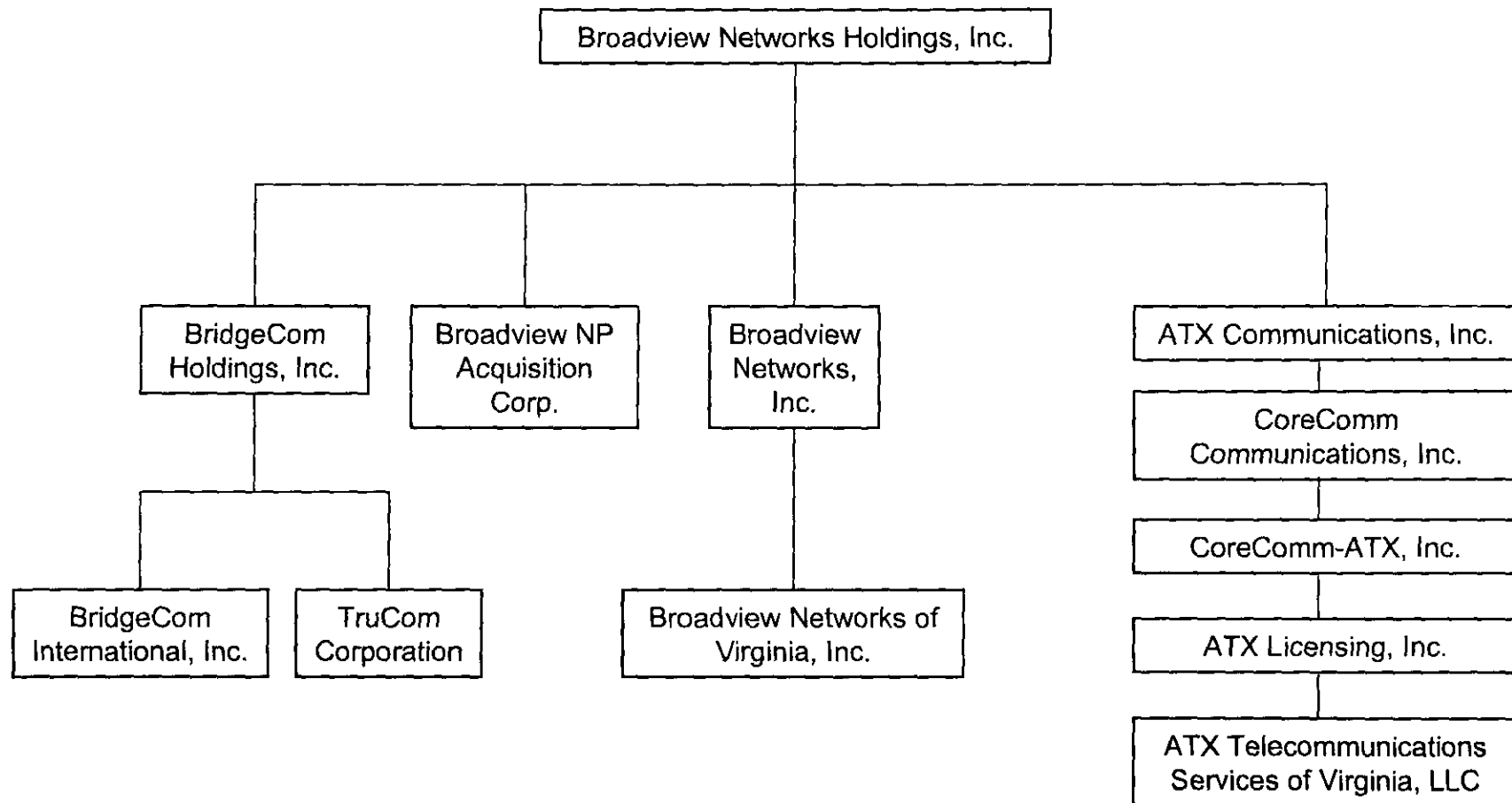


EXHIBIT C

Management Biographies

Michael Robinson, Chief Executive Officer

Mr. Robinson joined the company as the CEO in March 2005. Prior to this, Mr. Robinson had been with US LEC as executive vice president and chief financial officer since July 1998, responsible for financial operations, investor relations, billing and information systems development, information technology, human resources and real estate. Prior to joining US LEC, Mr. Robinson spent 10 years in various management positions with the telecommunications division of Alcatel, including executive vice president and chief financial officer of Alcatel Data Networks and the worldwide financial operations of the enterprise and data networking division of Alcatel. Prior to these roles, Mr. Robinson was chief financial officer of Alcatel Network Systems. Before joining Alcatel, Mr. Robinson held various management positions with Windward International and Siecor Corp. (now Corning). Mr. Robinson holds a masters degree in business administration from Wake Forest University.

Brian Crotty, President and Chief Operating Officer

Mr. Crotty, President and Chief Operating Officer, brings to Broadview over thirteen years of senior management experience in the telecom industry. In his role with Broadview, he is responsible for all operational aspects of the Company including Sales, Provisioning, Billing, Network Operations, Repair, Field Services and Customer Service.

Mr. Crotty formerly served as Bridgecom's Chief Operating Officer responsible for all divisions of the company except Finance, whereby he lead the company's exponential three year period of growth from developmental stage to maturity of over \$86 million in profitable and free cash-flowing revenues until the time of its merger with Broadview. He then oversaw the successful integration of Broadview and Bridgecom and assumed his current role at the time of the merger.

Prior to joining Bridgecom in 2000, he held a succession of positions with CoreComm, a publicly traded integrated communications provider with facilities throughout the Northeast and Midwest, most recently acting as Director of Operations. Mr. Crotty joined CoreComm through the acquisition of USN Communications where he held a succession of senior management roles in both sales and operations, most recently as Vice President of Operations. Prior to that, Mr. Crotty was the co-founder and served as Executive Vice President of The Millennium Group, one of the first competitive local exchange carriers in the state of Wisconsin. In addition, Mr. Crotty has also served in managerial positions with CEI Communications, which he founded, and AT&T Corp. Mr. Crotty obtained a degree in Business Administration from St. Norbert College.

Corey Rinker, Chief Financial Officer, Treasurer, Assistant Secretary

Mr. Rinker, a certified public accountant and attorney, joined Bridgecom as Chief Financial Officer in January, 2001 following seven years experience serving in a similar

position with both privately-held and publicly traded corporations including The Intellisource Group, a Safeguard Scientifics, Inc. partnership company (NYSE:SFE). Mr. Rinker exercised significant responsibility and oversight of financial, legal and regulatory operations for these corporations with respect to public and private financial reporting, compliance and mergers and acquisitions. Mr. Rinker also possesses nearly a decade of cumulative experience with predecessors of the Big Four accounting firms of Deloitte & Touche and Ernst & Young, serving in increasingly senior managerial positions in the tax and then consulting areas. Mr. Rinker also serves as the Treasurer of Bridgecom. Mr. Rinker has an accounting degree, with honors, from the University of Massachusetts and a J.D. degree from Yeshiva University's Cardozo School of Law.

Charles C. Hunter, Executive Vice President, General Counsel, Secretary

Mr. Hunter, Executive Vice President, General Counsel and Secretary, is a 25-year veteran of telecommunications law and policy. At Broadview, Mr. Hunter is responsible for the corporate and legal affairs of the Company, including federal and state public policy advocacy.

Mr. Hunter formerly served as Vice President and General Counsel of Bridgecom. Prior to joining Bridgecom, Mr. Hunter headed the Hunter Communications Law Group, a Washington, D.C.-based boutique law firm that emphasized the representation of competitive providers of telecommunications services. Mr. Hunter began his legal career as a trial attorney with the Federal Maritime Commission and afterwards was a partner specializing in telecommunications matters at the Chicago-based law firm of Gardner, Carton and Douglas and the Washington, D.C.-based law firm of Herron, Burchette, Ruckert and Rothwell.

Mr. Hunter received his J.D. from the Duke University School of Law and his undergraduate degree from the University of Michigan at Ann Arbor. He is a member of the New York and District of Columbia bars, as well as the bars of the U.S. Supreme Court and numerous Federal Appellate and District Courts.

Kenneth A. Shulman, Chief Technology Officer

Mr. Shulman joined Broadview Networks in 1999 as chief technology officer. In this role, he is responsible for the architecture, technology, standards and evolution plans for the company's integrated communications networks and services. As Chief Information Officer, Mr. Shulman is also responsible for the company's industry leading patented integrated provisioning, billing and CRM systems, software and IT infrastructure. Mr. Shulman has nearly 30 years of leadership experience in communications technology. He previously served as vice president of local network technology for AT&T, a position he assumed when AT&T acquired Teleport Communications Group (TCG) in 1998. From 1987 to 1998, Mr. Shulman held officer positions with TCG, including as senior vice president and chief technology officer. Earlier, he was director of systems engineering for

MCI International. Before that, Mr. Shulman specialized in network planning with Bell Communications Research (Bellcore) and Bell Laboratories. He holds a B.S. in electrical engineering from the State University of New York at Stony Brook, an M.S. in electrical engineering from the University of Rochester, and an M.B.A. from The Wharton School. Mr. Shulman has served on many technical advisory boards, and currently serves on advisory boards of Baker Capital and Baypackets.

Terrence J. Anderson, Executive Vice President – Corporate Development

Mr. Anderson was a co-founder of Broadview Networks in 1996 and has served as executive vice president, finance, since the company's inception. He has led efforts to raise startup capital, offered financial direction, and secured subsequent financing to sustain Broadview Networks' operations. Previously, as a vice president in the media and telecommunications finance group of Chemical Bank from 1988 to 1995, Mr. Anderson was responsible for originating and executing transactions and financing for diverse customers, including several large cable operators. Mr. Anderson holds a bachelor's degree in economics from Princeton University and an M.B.A. with honors from Columbia University.

Verifications

STATE OF NEW YORK

§

COUNTY OF WESTCHESTER

§

§

VERIFICATION

I, Charles Hunter, state that I am Executive Vice President and General Counsel of Broadview Networks Holdings, Inc.; that I am authorized to make this Verification on behalf of the Applicant; that the foregoing Application was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



Charles Hunter
Executive Vice President and General Counsel
Broadview Networks Holdings, Inc.

SWORN TO AND SUBSCRIBED before me on the 21 day of June, 2006.


Notary Public

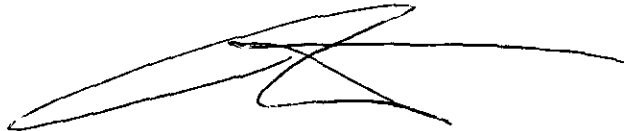
My commission expires: 9/21/06

COREY RINKER
NOTARY PUBLIC, STATE OF NEW YORK
No. 02R16013491
QUALIFIED IN WESTCHESTER COUNTY
MY COMMISSION EXPIRES 9/21/2006

STATE OF PENNSYLVANIA §
 §
COUNTY OF MONTGOMERY §

VERIFICATION

I, Mark Epstein, state that I am General Counsel of ATX Communications, Inc., the parent of ATX Licensing, Inc.; that I am authorized to make this Verification on behalf of the Applicant; that the foregoing Application was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



Mark Epstein
General Counsel
ATX Communications, Inc.

SWORN TO AND SUBSCRIBED before me on the 23 day of June, 2006.



Notary Public

My commission expires: 8/28/07

