

COPY

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June 27, 2006

**By Overnight Mail**

Blanca S. Bayo  
 Florida Public Service Commission  
 2540 Shumard Oak Boulevard  
 Tallahassee, FL 32399-0850

**Re: Notice of Broadview Networks Holdings, Inc. and ATX  
 Licensing, Inc. of an Indirect Transfer of Control**

Dear Ms. Bayo:

Broadview Networks Holdings, Inc. ("Broadview Holdings") and ATX Licensing, Inc. ("ATX," collectively "Parties"), through their undersigned counsel hereby notify the Florida Public Utilities Commission ("Commission") of 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 Florida.

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

In support of this Notice, the Parties state as follows:

**I. DESCRIPTION OF THE PARTIES**

**A. ATX Licensing, Inc.**

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

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Prussia, Pennsylvania and is a wholly owned subsidiary of ATX Communications Inc., a Delaware corporation. ATX Communications, Inc. is a subsidiary of Leucadia National Corporation ("Leucadia").<sup>1</sup> 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.

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In Florida, ATX is authorized to provide interexchange telecommunications services pursuant to Commission authority granted in Docket No. 920563-TI on August 6, 1992. ATX is also authorized by the FCC to provide international and domestic interstate services as a non-dominant carrier.

#### **B. Broadview Networks Holdings, Inc.**

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. 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 is authorized to provide facilities based interexchange and local exchange telecommunications services pursuant to Commission authority granted in Docket Nos. 020238 and 020239 on July 18, 2002. Further information regarding Broadview and the services it provides has previously been submitted to the Commission, and therefore a matter of public record, and is incorporated herein by reference.

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. In Florida, BridgeCom is authorized to provide interexchange telecommunications services pursuant to Commission authority granted in Docket No. 010655-TI. Further information regarding BridgeCom, and the services it provides, has previously been submitted to the Commission, and is therefore a matter of public record, and is incorporated herein by reference.

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<sup>1</sup> 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.

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## II. CONTACT INFORMATION

For the purposes of this Notice, questions or any correspondence, orders, or other materials should be directed to the following contacts for the Parties:

Bingham McCutchen LLP  
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Eric J. Branfman  
Jeffrey Strenkowski  
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[eric.branfman@bingham.com](mailto:eric.branfman@bingham.com)  
[jeffrey.strenkowski@bingham.com](mailto:jeffrey.strenkowski@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. DESCRIPTION OF THE TRANSACTIONS

The 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 A. 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.

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As a result of these steps, Broadview Holdings will control ATX Communications, Inc., the parent of ATX. 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 Florida.

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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. Broadview Holdings is operated by a highly qualified management team, all of whom have extensive backgrounds in telecommunications. Information concerning the legal, technical, managerial and financial qualifications of Broadview Holdings was submitted with the various applications and notifications filed with the Commission with respect to its operations in Florida, and is, therefore, already a matter of record with the Commission. The Parties request that the Commission take official notice of these existing descriptions of Broadview Holdings' qualifications and incorporate them by reference herein. Moreover, management biographies for the Broadview Holdings management team are attached at Exhibit B. Immediately following the transaction, ATX will continue to operate as a separate subsidiary of Broadview Holdings.

#### **IV. PUBLIC INTEREST STATEMENT**

The Parties submit that the transaction described herein will serve the public interest. The transaction will provide ATX access to Broadview Holdings' substantial technical and management expertise, financial resources and complementary suite of services. Further, the 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 Florida. The Parties expect that the acquisition will enable both ATX and Broadview Holdings to strengthen their competitive positions in Florida to the benefit of Florida consumers and the State's telecommunications marketplace.

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 transaction, ATX will continue to provide high-quality communications services to its customers without interruption and without immediate change in rates, terms or conditions.

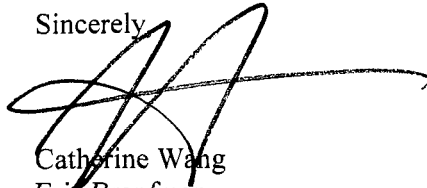
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**V. CONCLUSION**

An original and seven (7) copies of this notification letter are enclosed for filing. Please date-stamp the enclosed extra copy of this letter and return it in the attached self-addressed, stamped envelope. Also enclosed is a diskette containing a PDF copy of the notification letter on Adobe Acrobat 7.0 Standard. Please contact the undersigned if the Commission has any questions regarding this letter or the transaction.

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Sincerely,

A large, stylized handwritten signature in black ink, appearing to be 'Catherine Wang', written over the word 'Sincerely,'.

Catherine Wang  
Eric Branfman  
Jeffrey Strenkowski

Counsel for the Parties

**LIST OF EXHIBITS**

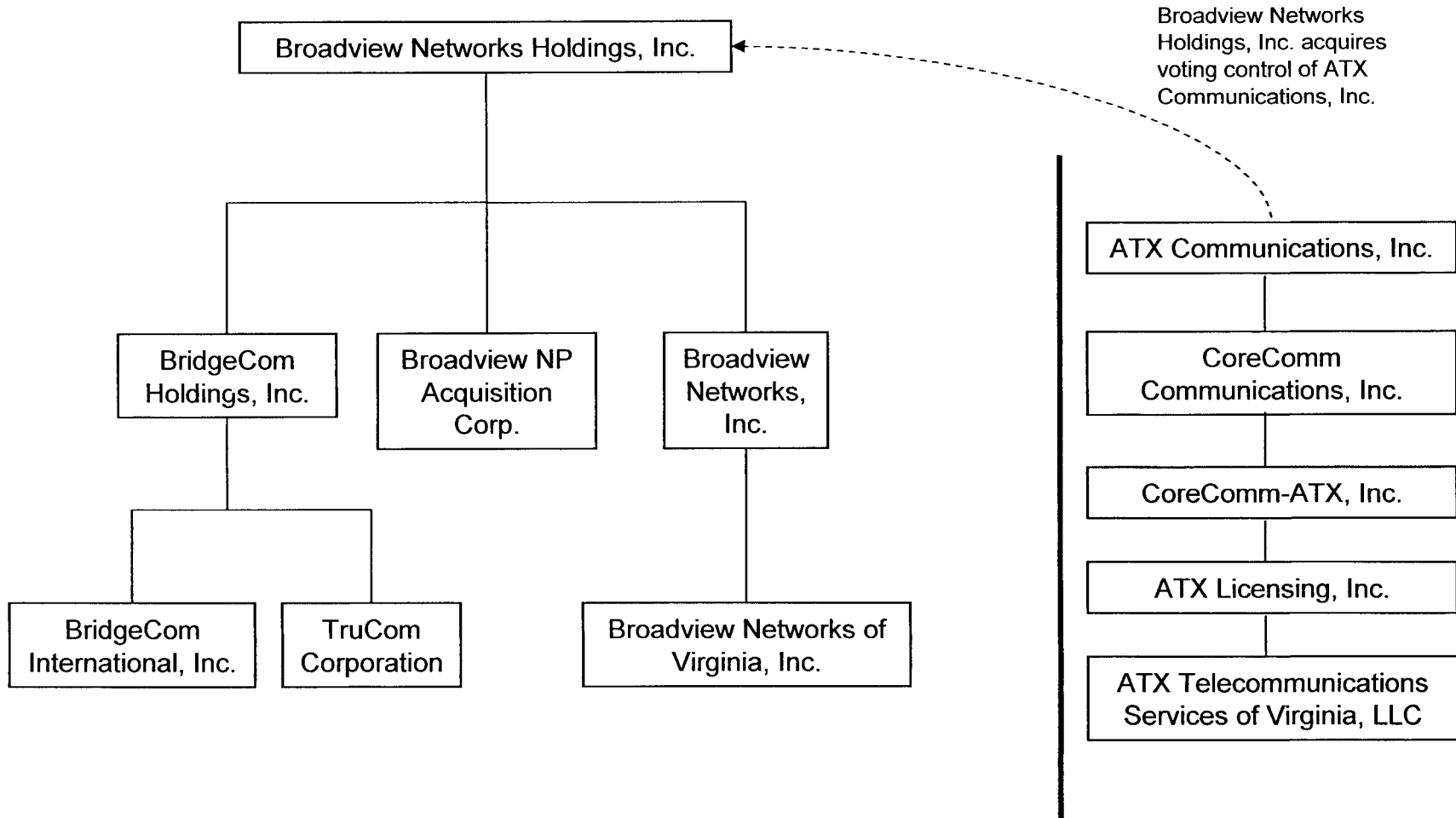
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| Exhibit A     | Pre- and Post-Transaction Illustrative Chart |
| Exhibit B     | Broadview Management Biographies             |
| Verifications |  |

**EXHIBIT A**

**Pre- and Post-Transaction Illustrative Chart**

# Broadview – ATX Pre- and Post-Transaction Illustrative Chart

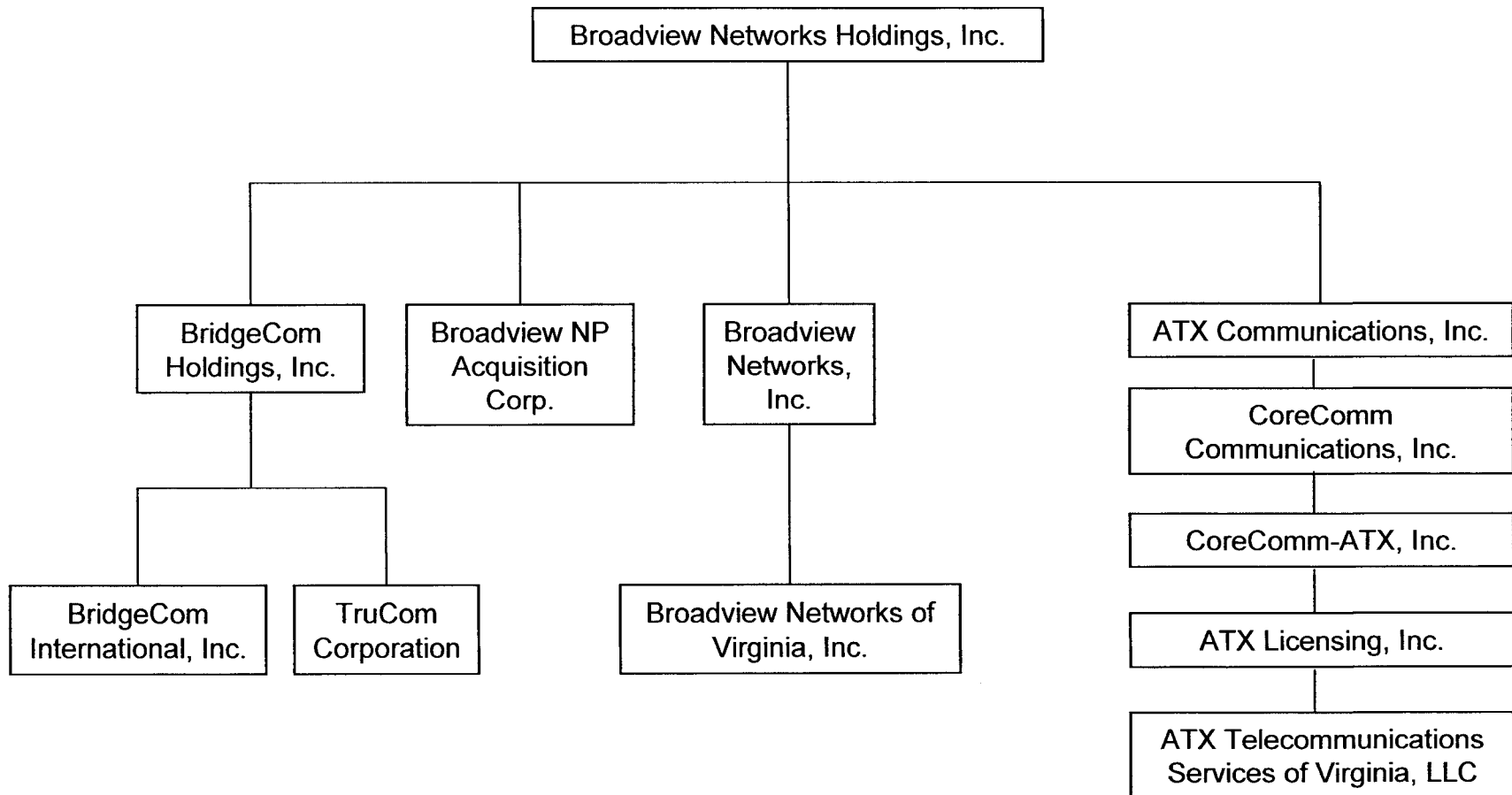
## PRE-TRANSACTION





**Broadview – ATX  
Pre- and Post-Transaction Illustrative Chart**

**POST-TRANSACTION**



**EXHIBIT B**

**Broadview 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

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**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 Party; that the foregoing Notification 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

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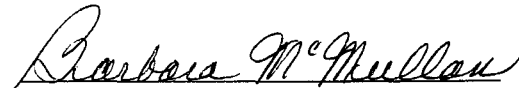
**VERIFICATION**

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 Party; that the foregoing Notification 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<sup>rd</sup> day of June, 2006.

  
Notary Public

My commission expires: 8/28/07

COMMONWEALTH OF PENNSYLVANIA  
Notarial Seal  
Barbara McMullan, Notary Public  
Upper Merion Twp., Montgomery County  
My Commission Expires Aug. 28, 2007  
Member, Pennsylvania Association Of Notaries