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June 26, 2006

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Sharla Dillon, Docket Room Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

06-00169

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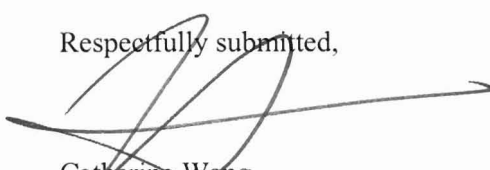
**Re: Joint Petition of Broadview Networks Holdings, Inc. and ATX Licensing, Inc.
for Approval of an Indirect Transfer of Control and Related Financing
Transactions**

Dear Ms. Dillon:

Enclosed for filing with the Commission are an original and thirteen (13) copies of the above-referenced Joint Petition. Also enclosed is a check in the amount of \$50.00 to cover the filing fee.

Please date-stamp the enclosed extra copy of this filing and return it in the attached self-addressed, postage prepaid envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned at (202) 373-6000.

Respectfully submitted,


Catherine Wang
Eric J. Branfman
Jeffrey Strenkowski ✓

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY**

Joint Petition of)
)
)

Broadview Networks Holdings, Inc.)
)

and)
)

ATX Licensing, Inc.)
)

For Approval of an Indirect Transfer of Control of)
ATX Licensing, Inc. and Related Financing)
Transactions)
)

Docket

06-00169

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JOINT PETITION

Broadview Networks Holdings, Inc. ("Broadview Holdings") and ATX Licensing, Inc. ("ATX," collectively "Petitioners"), through their undersigned counsel and pursuant to Section 65-4-112 and Section 65-4-109, request Tennessee Regulatory Authority ("Authority") 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 Authority to provide telecommunications services in Tennessee and enter into certain related financing arrangements.

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

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

In support of their Petition, the Petitioners state as follows:

I. DESCRIPTION OF THE PETITIONERS

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 Prussia, Pennsylvania and is a subsidiary of ATX Communications Inc., a Delaware corporation.¹ 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.

In Tennessee, ATX is authorized to provide intrastate interexchange telecommunications services pursuant to Docket No. 05-00093, issued on September 29, 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.

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 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' operating subsidiaries hold any certifications nor provide any telecommunications services in Tennessee.

II. CONTACT INFORMATION

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

Catherine Wang
Eric J. Branfman
Jeffrey R. Strenkowski
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Washington, DC 20007-5116
Tel: (202) 373-6000
Fax: (202) 424-7645
Email: catherine.wang@bingham.com

¹ 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.

eric.branfman@bingham.com
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. REQUEST FOR APPROVAL OF TRANSFER OF CONTROL AND RELATED FINANCING TRANSACTIONS

A. Description of the Transaction

The proposed transaction whereby Broadview Holdings will acquire control of ATX will be accomplished through an indirect transfer of control. For the Authority'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.

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

Broadview Holdings currently expects to pay cash as consideration of the stock purchase. Upon closing, ATX Communications, Inc. and its subsidiaries, including ATX will become co-borrowers or guarantors in the existing indebtedness of Broadview Holdings and will pledge their assets as security. Accordingly, Petitioners request approval to pledge their assets and enter into financing arrangements with a total aggregate amount of up to \$250 million. The financing arrangements will involve long-term financing, including the issuance of high-yield, secured notes, a revolving credit facility, a long-term loan or a combination of these financing vehicles. A portion of the funds from these financing arrangements will be used to repay existing indebtedness and the Petitioners plan to use the remaining funds to provide working capital, finance capital expenditures, transactional costs, and/or for other general corporate purposes. Petitioners request authority to the extent necessary for these financing arrangements.

B. Broadview Holdings' Qualifications

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. 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.

C. Public Interest Statement

Petitioners 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 Tennessee. Petitioners expect that the proposed acquisition will enable both ATX and Broadview Holdings to strengthen their competitive positions in Tennessee to the benefit of Tennessee 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 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.

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, Petitioners 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 transaction including the customers and end-users of ATX. In particular, the 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.

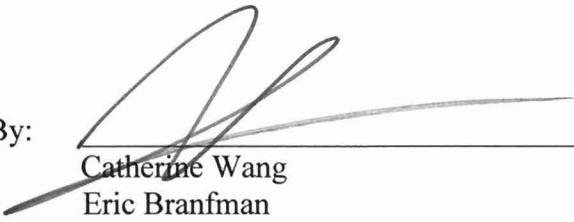
Petitioners emphasize that the proposed indirect transfer of control will be seamless and completely transparent to ATX's customers, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers. Accordingly, Petitioners request that the Authority commence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

IV. CONCLUSION

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

Respectfully submitted,

By:



Catherine Wang

Eric Branfman

Jeffrey Strenkowski ✓

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eric.branfman@bingham.com

jeffrey.strenkowski@bingham.com

Counsel for the Petitioners

Dated: June 26, 2006

LIST OF EXHIBITS

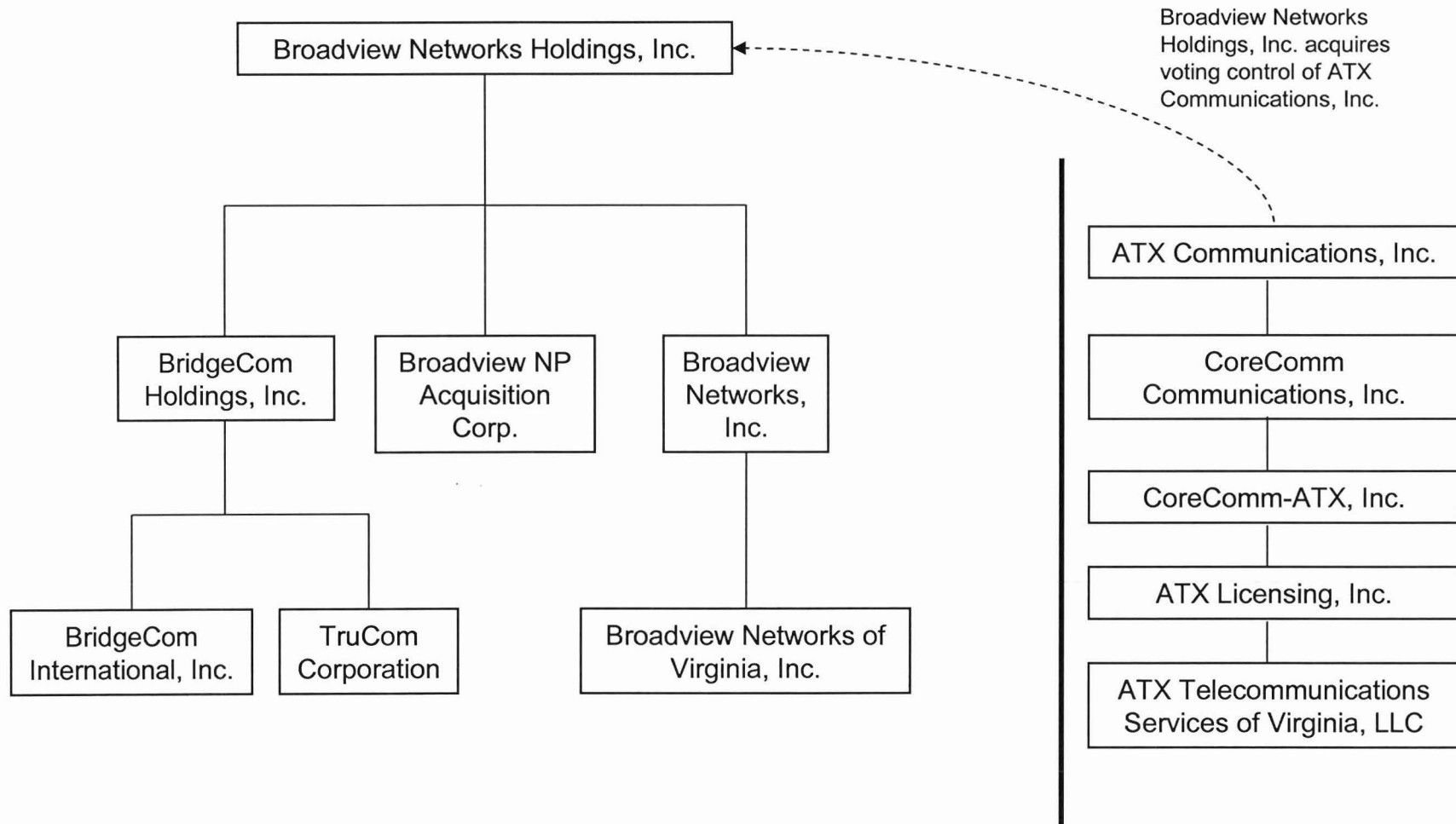
Exhibit A	Pre- and Post-Transaction Illustrative Chart
Exhibit B	Management Biographies
Verifications	

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

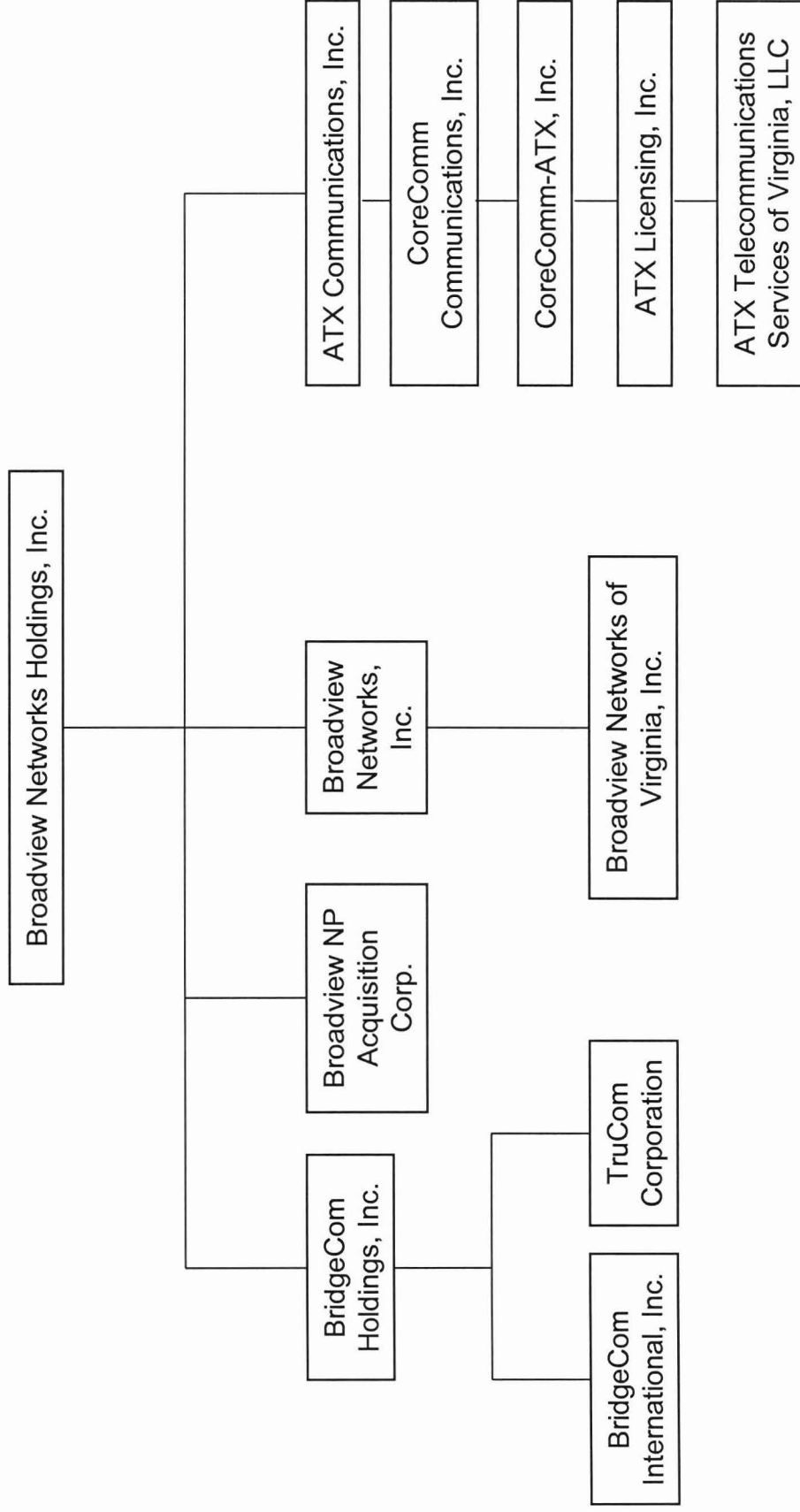


EXHIBIT B

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

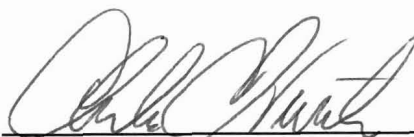
Mr. Anderson was a co-founder of Broadview Networks in 1996 and has served as executive vice president, finance, since the company's inception. He has led efforts to raise startup capital, offered financial direction, and secured subsequent financing to sustain Broadview Networks' operations. Previously, 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 Petitioner; that the foregoing Petition 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. 02RI6013491
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 Petitioner; that the foregoing Petition 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

