

**BY OVERNIGHT DELIVERY**

February 22, 2005

Vikie Bailey-Goggins, Administrator Regulatory Service  
Oregon Public Utility Commission  
550 Capitol Street, N.E.  
Suite 215  
Salem, OR 97301-2551

**Re: ATX Licensing, Inc. – Application of for Certificate of Authority to Provide  
Telecommunications Service in Oregon**

Dear Ms. Bailey-Goggins:

On behalf of ATX Licensing, Inc. (“ATX”), enclosed are an original and one (1) copy of the above-referenced Application. The attached documents are virtually identical to the application submitted electronically on February 22, 2005

Please date-stamp the extra copy of this filing and return it in the self-addressed, postage paid envelope provided. Should you have any questions regarding this filing, please do not hesitate to contact Michael Donahue at (202) 424-7697.

Respectfully submitted,

Eric J. Branfman  
Kathleen Greenan Ramsey  
Michael P. Donahue

Enclosures

**APPLICATION FOR CERTIFICATE OF AUTHORITY  
TO PROVIDE TELECOMMUNICATIONS SERVICE IN OREGON**

**INSTRUCTIONS:** Complete every applicable section of this application. Attach additional documents and/or sheets to complete responses (if needed). You will be notified when the Commission receives your application, and again when it has been processed. Upon acceptance of this application, the Commission will publish notice pursuant to ORS 759.020(2). After submitting this application electronically, mail one copy with original signature and all attachments.

**Classification for which application is made. Check one.**

- Competitive Telecommunications Provider (local, long-distance, shared telecommunications service).  
 Telecommunications Utility
- 

**1. Exact Legal Name of Applicant: ATX Licensing, Inc.**

Applicant's Assumed Business Name(s) (if any) (e.g., dba, aka) **N/A**  
*Must be registered with the Corporation Division.*

Applicant's Type of Legal Entity (e.g., corporation, limited partnership) **Corporation**

Business Address

**ATX Licensing, Inc.  
2100 Renaissance Boulevard  
King of Prussia, PA 19406**

Phone **(610) 775-4000**

Fax

Email

---

**2. Name and Address of Person to be Contacted for Further Information Regarding This Application:**

**Eric J. Branfman,  
Michael P. Donahue  
Swidler Berlin LLP  
3000 K Street, N.W., Suite 300  
Washington, D.C. 20007**

Phone **(202) 424-7500**

Fax **(202) 424-7645**

Email **EJBranfman@swidlaw.com  
MPDonahue@swidlaw.com**

---

**3. Name and Address of Person to be Contacted for Regulatory Information. (Commission will send requests for information to this person):**

**Bruce Bennett  
Vice President External Affairs  
ATX Licensing, Inc.  
70 West Hubbard Street, Suite 410  
Chicago, IL 60610**

Phone **(312) 445-1161**

Fax **(312) 445-1232**

Email **Bruce.Bennett@atx.com**

---

**4. Affiliated Interests:**

Are you now or have you ever been affiliated with any provider of telecommunications service that serves Oregon? If so, who? When? Describe affiliation. Affiliated interest is defined in OAR 860-032-0001.

**An affiliate of ATX, CoreComm Oregon, Inc., was authorized to provide local exchange and interexchange telecommunications services in Oregon, but has subsequently canceled its certificate and is not providing service.**

**5. Previous Certificates of Authority:**

List each certificate of authority previously granted by the Oregon PUC to Applicant and to each affiliated entity, under a legal name, an assumed business name, or any other name. Include all certificates whether or not canceled. For each certificate include: name of entity, docket number, and order number.

	Name of Entity	Docket Number	Order Number
a.	CoreComm Oregon, Inc.	CP 715, CP 519	99-771

**AUTHORITY REQUESTED**

**6. Does applicant request authority to provide the following services?**

- a. Shared telecommunications service (STS). STS includes resale of long-distance service to the STS provider's user group, but not to customers outside the user group. If yes, applicant must complete items 10 and 11.  Yes  No
- b. Local exchange (intraexchange) switched service (i.e., local dial tone). If yes, applicant must complete item 10.  Yes  No
- c. Local exchange (intraexchange) nonswitched, private line service (i.e., dedicated transmission service)  Yes  No
- d. Interexchange, switched service (i.e., long-distance toll). If yes, applicant must complete  Yes  No
- e. Interexchange, nonswitched, private line service (i.e., dedicated transmission service).  Yes  No

**7. How Services Will Initially Be Provided**

*The following is required for public notice and information purposes and does not request authority.*

- a. Will Applicant resell finished services of other Oregon certified carriers? (Resell means resale of finished services, not unbundled network elements.)  Yes  No
- b. Will applicant construct lines, loops, wires, fiber, or other transport facilities?  Yes  No
- c. Will Applicant have its own switching equipment?  Yes  No
- d. Will Applicant purchase (lease) unbundled network elements from other Oregon certified carriers?  Yes  No
- e. Will Applicant purchase or lease network components which are not unbundled network elements?  Yes  No

**8. Areas for which Applicant seeks authority:**

**a. Intraexchange Authority:**

Alternative I: List every local exchange in which Applicant seeks to provide local exchange (intraexchange)

Alternative II: List every incumbent local exchange carrier in whose exchanges Applicant seeks authority to provide local exchange (intraexchange) service.

Alternative III: If Applicant seeks authority to provide local exchange (intraexchange) service within every telephone exchange in Oregon, then specify "Statewide."

**b. Interexchange Authority:**

Alternative I: List every local exchange in which Applicant seeks to provide interexchange service.

Alternative II: List every incumbent local exchange carrier in whose exchanges Applicant seeks authority to provide interexchange service.

Alternative III: If Applicant seeks authority to provide interexchange service in every telephone exchange in Oregon, then specify "Statewide."

**ATX plans to provide interexchange telecommunications service on a statewide basis.**

**9. Describe special characteristics, limitations, or restrictions that will be part of Applicant's services:**

In good faith and in the interest of full disclosure, ATX informs the Commission that it is currently providing resold interexchange services in Oregon. ATX provides such incidental services to branch offices of approximately twenty-one (21) business customer(s) whose principal service location is in another state in which ATX is authorized to provide interexchange service and has been actively marketing services.

ATX recently discovered that it was providing intrastate long distance services without proper Commission authorization while conducting due diligence related to its impending emergence from bankruptcy.<sup>1</sup> In an effort to rectify this situation, ATX promptly prepared and filed this application for a Certificate of Registration to provide intrastate long distance telecommunications services in Oregon. In addition, ATX is in the process of developing and implementing a compliance program to protect against similar mistakes in the future. To the extent possible, and in recognition of ATX's voluntary disclosure, ATX respectfully requests that the Commission grant this application on a *nunc pro tunc* basis.

**10. Operator Services:**

a. Operator service includes, but is not limited to, billing or completion of third-party billing calls, person-to-person calls, collect calls, and credit card calls. See OAR 860-032-0001.

Will Applicant directly offer operator services?  Yes  No

b. ORS 759.690(1)(d) defines "operator service provider" as a person who furnishes operator service under contract with a call aggregator. ORS 759.690(1)(a) defines a call aggregator as a person who furnishes a telephone for use by the public, i.e., transient use.

Will Applicant be an "operator service provider" as defined in ORS 759.690(1)(d)?  Yes  No

**11. Shared Telecommunications Service:**

Shared Telecommunications Service (STS) service is defined in OAR 860-032-0001. STS includes resale of long-distance service to the STS provider's user group, but not to customers outside the user group.

a. Provide the address of the building where shared service will be provided through privately owned customer premises equipment. If Applicant intends to serve a user group located in two or more buildings, include an electronic copy of a map clearly showing the locations to be served by the Applicant. The information on the map must be precise and legible and include street names and the city where the building(s) is(are) located.

b. An STS site or location consists of one building, or it consists of a complex of buildings or a campus on contiguous property. An STS provider may interconnect separate sites in order to aggregate toll traffic. An STS provider may not interconnect separate sites in order to provide local exchange service between those sites.

If serving buildings at separate sites, will applicant interconnect the buildings in order to aggregate toll traffic?  Yes  No

c. Describe the user group or association at the STS location.

NOTE: Applicant must apply to PUC for another certificate of authority in order to add subsequent STS sites.

Conditions of a certificate of authority:

---

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


As a condition of a certificate of authority, applicant must comply with all applicable Commission rules and state law, as well as conditions listed in the certificate.

For your convenience, following is a summary of some conditions from OAR 860-032-0001 et seq. (Division 32). Additional conditions may be specified in the certificate.

- a. Certificate holder shall provide only telecommunications services authorized by the certificate.
- b. Certificate holder shall, at a minimum, meet the standard level of service specified in OAR 860-032-0012. The standard level of service is 99 percent probability that a call will not be blocked during the certificate holder's busy hour of the day.
- c. Certificate holder's books and records shall be open to inspection by the Commission to the extent necessary to verify information required by the Commission's rules.
- d. Certificate holder shall maintain its books and records according to generally accepted accounting principles and the applicable rules of the Commission.
- e. Certificate holder shall pay all access charges and subsidies imposed pursuant to the Commission's rules.
- f. Certificate holder shall pay an annual fee to the Commission pursuant to the Commission's rules. This fee will be based on the certificate holder's annual gross retail intrastate revenues and will be no less than \$100 per calendar year. The certificate holder shall collect the fee by charging an equitable amount to each retail customer and describe the amount of the apportioned charge on each retail customer's bill, pursuant to the Commission's rules.
- g. The certificate holder shall pay a quarterly amount to the Oregon Universal Service Fund based on a Commission-approved surcharge percentage assessed on all retail telecommunications services sold in Oregon pursuant to ORS 759.425(4).
- h. Certificate holder shall respond in a timely manner to Commission inquiries.

Pursuant to Residential Service Protection statutes, Chapter 290, Oregon Laws 1987, and Division 22, certificate holder shall be responsible to ensure that the Residential Service Protection Fund surcharge is remitted to the Commission. This surcharge is assessed against each paying retail subscriber at a rate that is set annually by the Commission.

Applicant understands that all services provided by Applicant must comply with all applicable Commission rules and state law, and with conditions of the certificate (check box at left).

<p><b>Signature of Person Authorized to Represent Applicant</b></p> <p></p> <hr/> <p>Bruce Bennett</p>	<p><b>Title</b> Vice President External Affairs</p> <p><b>Date</b> 2/18/05</p>
---	--

**APPLICATION FOR CERTIFICATE OF AUTHORITY  
TO PROVIDE TELECOMMUNICATIONS SERVICE IN OREGON**

INSTRUCTIONS: Complete every applicable section of this application. Attach additional documents and/or sheets to complete responses (if needed). You will be notified when the Commission receives your application, and again when it has been processed. Upon acceptance of this application, the Commission will publish notice pursuant to ORS 759.020(2). After submitting this application electronically, mail one copy with original signature and all attachments.

**Classification for which application is made. Check one.**

- Competitive Telecommunications Provider (local, long-distance, shared telecommunications service).
- Telecommunications Utility

**1. Exact Legal Name of Applicant:**

**ATX Licensing, Inc.**

Applicant's Assumed Business Name(s) (if any) (e.g., dba, aka)  
*Must be registered with the Corporation Division.*

**N/A**

Applicant's Type of Legal Entity (e.g., corporation, limited partnership)  
**corporation**

Business Address

**2100 Renaissance Boulevard  
King of Prussia PA 19406**

Phone **(610) 775-4000**

Fax

Email

**2. Name and Address of Person to be Contacted for Further Information Regarding This Application:**

**Eric J. Branfman/Michael P. Donahue  
Swidler Berlin LLP  
3000 K Street, NW, Suite 300  
Washington DC 20007**

Phone **(202) 424-7500**

Fax **(202) 424-7645**

Email **ejbranfman@swidlaw.com;  
mpdonahue@swidlaw.com**

**3. Name and Address of Person to be Contacted for Regulatory Information. (Commission will send requests for information to this person):**

**Bruce Bennett, Vice President External Affairs  
ATX Licensing, Inc.  
70 West Hubbard Street, Suite 410  
Chicago IL 60610**

Phone **(312) 445-1161**

Fax **(312) 445-1232**

Email **Bruce.Bennett@atx.com**

**4. Affiliated Interests:**

Are you now or have you ever been affiliated with any provider of telecommunications service that serves Oregon? If so, who? When? Describe affiliation. Affiliated interest is defined in OAR 860-032-0001.

An affiliate of ATX, CoreComm Oregon, Inc., was authorized to provide local exchange and interexchange telecommunications services in Oregon, but has subsequently canceled its certificate and is not providing service.

**5. Previous Certificates of Authority:**

List each certificate of authority previously granted by the Oregon PUC to Applicant and to each affiliated entity, under a legal name, an assumed business name, or any other name. Include all certificates whether or not canceled. For each certificate include: name of entity, docket number, and order number.

	Name of Entity	Docket Number	Order Number
a.	CoreComm Oregon, Inc.	CP715 CP519	99-771
b.			
c.			
d.			

**AUTHORITY REQUESTED**

**6. Does applicant request authority to provide the following services?**

- a. Shared telecommunications service (STS). STS includes resale of long-distance service to the STS provider's user group, but not to customers outside the user group. If yes, applicant must complete items 10 and 11.  Yes  No
- b. Local exchange (intraexchange) switched service (i.e., local dial tone). If yes, applicant must complete item 10.  Yes  No
- c. Local exchange (intraexchange) nonswitched, private line service (i.e., dedicated transmission service).  Yes  No
- d. Interexchange, switched service (i.e., long-distance toll). If yes, applicant must complete item 10.  Yes  No
- e. Interexchange, nonswitched, private line service (i.e., dedicated transmission service).  Yes  No

**7. How Services Will Initially Be Provided**

*The following is required for public notice and information purposes and does not request authority.*

- a. Will Applicant resell finished services of other Oregon certified carriers? (Resell means resale of finished services, not unbundled network elements.)  Yes  No
- b. Will applicant construct lines, loops, wires, fiber, or other transport facilities?  Yes  No
- c. Will Applicant have its own switching equipment?  Yes  No
- d. Will Applicant purchase (lease) unbundled network elements from other Oregon certified carriers?  Yes  No
- e. Will Applicant purchase or lease network components which are not unbundled network elements?  Yes  No

**8. Areas for which Applicant seeks authority:**

a. **Intraexchange Authority:**

Alternative I: List every local exchange in which Applicant seeks to provide local exchange (intraexchange) service.

Alternative II: List every incumbent local exchange carrier in whose exchanges Applicant seeks authority to provide local exchange (intraexchange) service.

Alternative III: If Applicant seeks authority to provide local exchange (intraexchange) service within every telephone exchange in Oregon, then specify "Statewide."

N/A

b. **Interexchange Authority:**

Alternative I: List every local exchange in which Applicant seeks to provide interexchange service.

Alternative II: List every incumbent local exchange carrier in whose exchanges Applicant seeks authority to provide interexchange service.

Alternative III: If Applicant seeks authority to provide interexchange service in every telephone exchange in Oregon, then specify "Statewide."

ATX plans to provide interexchange telecommunications service on a statewide basis.

**9. Describe special characteristics, limitations, or restrictions that will be part of Applicant's services:**

Please attached.

**10. Operator Services:**

- a. Operator service includes, but is not limited to, billing or completion of third-party billing calls, person-to-person calls, collect calls, and credit card calls. See OAR 860-032-0001.  
Will Applicant directly offer operator services?  Yes  No
- b. ORS 759.690(1)(d) defines "operator service provider" as a person who furnishes operator service under contract with a call aggregator. ORS 759.690(1)(a) defines a call aggregator as a person who furnishes a telephone for use by the public, i.e., transient use.  
Will Applicant be an "operator service provider" as defined in ORS 759.690(1)(d)?  Yes  No

**11. Shared Telecommunications Service:**

Shared Telecommunications Service (STS) service is defined in OAR 860-032-0001. STS includes resale of long-distance service to the STS provider's user group, but not to customers outside the user group.

- a. Provide the address of the building where shared service will be provided through privately owned customer premises equipment. If Applicant intends to serve a user group located in two or more buildings, include an electronic copy of a map clearly showing the locations to be served by the Applicant. The information on the map must be precise and legible and include street names and the city where the building(s) is(are) located.

N/A

- b. An STS site or location consists of one building, or it consists of a complex of buildings or a campus on contiguous property. An STS provider may interconnect separate sites in order to aggregate toll traffic. An STS provider may not interconnect separate sites in order to provide local exchange service between those sites.

If serving buildings at separate sites, will applicant interconnect the buildings in order to aggregate toll traffic?  Yes  No

- c. Describe the user group or association at the STS location.

N/A

**NOTE: Applicant must apply to PUC for another certificate of authority in order to add subsequent STS sites.**

**Conditions of a certificate of authority:**

As a condition of a certificate of authority, applicant must comply with all applicable Commission rules and state law, as well as conditions listed in the certificate.

For your convenience, following is a summary of some conditions from OAR 860-032-0001 et seq. (Division 32). Additional conditions may be specified in the certificate.

- a. Certificate holder shall provide only telecommunications services authorized by the certificate.
- b. Certificate holder shall, at a minimum, meet the standard level of service specified in OAR 860-032-0012. The standard level of service is 99 percent probability that a call will not be blocked during the certificate holder's busy hour of the day.
- c. Certificate holder's books and records shall be open to inspection by the Commission to the extent necessary to verify information required by the Commission's rules.
- d. Certificate holder shall maintain its books and records according to generally accepted accounting principles and the applicable rules of the Commission.
- e. Certificate holder shall pay all access charges and subsidies imposed pursuant to the Commission's rules.
- f. Certificate holder shall pay an annual fee to the Commission pursuant to the Commission's rules. This fee will be based on the certificate holder's annual gross retail intrastate revenues and will be no less than \$100 per calendar year. The certificate holder shall collect the fee by charging an equitable amount to each retail customer and describe the amount of the apportioned charge on each retail customer's bill, pursuant to the Commission's rules.
- g. The certificate holder shall pay a quarterly amount to the Oregon Universal Service Fund based on a Commission-approved surcharge percentage assessed on all retail telecommunications services sold in Oregon pursuant to ORS 759.425(4).
- h. Certificate holder shall respond in a timely manner to Commission inquiries.

Pursuant to Residential Service Protection statutes, Chapter 290, Oregon Laws 1987, and Division 22, certificate holder shall be responsible to ensure that the Residential Service Protection Fund surcharge is remitted to the Commission. This surcharge is assessed against each paying retail subscriber at a rate that is set annually by the Commission.



Applicant understands that all services provided by Applicant must comply with all applicable Commission rules and state law, and with conditions of the certificate (check box at left).

*Signature of Person Authorized to Represent Applicant*

**Title**

Vice President External Affairs

Typewritten Name  
Bruce Bennett

**Date**

2/22/05