

for

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

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Andrea J. Serlin

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PUCO

April 16, 2002

Daisy Cockran
Docketing Chief
Public Utilities Commission of Ohio
180 E. Broad Street
Columbus, OH 43215-3793

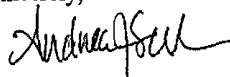
Re: Case No. 02-707-CT-ZCO

Dear Ms. Cockran:

Please docket the enclosed letter to Case No. 02-707-CT-ZCO, the Application of ATX Licensing, Inc d/b/a ATX Telecommunications Services for Pro Forma Transfer of Control. The letter was originally sent in one envelope with the ATX application as well as the CoreComm Newco application (Case No. 02-697-TP-ACO). The letter provides the necessary financial information regarding the transfer transactions for *both* companies.

Thank you for your immediate attention to this matter. Please contact me with any questions.

Sincerely,



Andrea J. Serlin

Enclosure

cc: Scott Farkas, Esq.

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business
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March 15, 2002

VIA OVERNIGHT DELIVERY

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180 East Broad Street
Columbus, OH 43215-3793

02-707-CT-ZCO (ATX)
02-708-CT-ZCO (cc
02-697-TP-ACO (CC Newcom
LLC)

Re: Notification of Reorganization of CoreComm Limited

Dear Ms. Cockron:

CoreComm Newco, Inc. and ATX Licensing, Inc. d/b/a ATX Telecommunications (collectively, "the License Companies"), hereby respectfully notify the Public Utilities Commission of Ohio ("Commission") of a reorganization involving the *pro forma* transfer of control of the License Companies.

Specifically, on December 28, 2001, the ultimate parent company of the License Companies, CoreComm Limited ("CoreComm Ltd."), reorganized in a debt-restructuring transaction and conveyed ultimate control of the four companies to CoreComm Holdco, Inc. ("CoreComm Holdco"). CoreComm Holdco is a pre-existing wholly-owned subsidiary of CoreComm Ltd., and an intermediary parent company to the License Companies. Thus, the changes described here are all taking place at the parent level, and the telecommunications authorizations held by the License Companies will remain in those entities.

The transaction is part of a broader reorganization to facilitate certain financial, business, and administrative objectives.^{1/} The restructuring is a recapitalization that primarily involves the conversion of debt and preferred stock of CoreComm Ltd. into common stock of CoreComm Holdco.

The transaction is *pro forma* in nature primarily because the beneficial ownership and control of the aforementioned parties will remain largely unchanged. For example, CoreComm Ltd.'s three largest shareholders will now constitute three of the four largest shareholders of

^{1/} CoreComm Ltd. is publicly-traded (NASDAQ: COMM), and submitted a current report, Form 8-K, to the Securities and Exchange Commission on December 18, 2001, describing the transaction in greater detail.

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Ms. Daisy Cockron

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CoreComm Holdco. Before the transfer, CoreComm Ltd.'s largest shareholder, Michael Karp, held approximately 3% of its voting stock and will now hold approximately 34% of CoreComm Holdco's voting stock, an amount that remains non-controlling.^{2/} Further, CoreComm Ltd.'s two remaining largest shareholders, Thomas Gravina and Debra Buruchian will now each increase their stakes from approximately 9% of CoreComm Ltd.'s voting stock to approximately 11% of CoreComm Holdco's voting stock.^{3/} Finally, the one holder of greater than 10% of CoreComm Holdco's voting stock that was not a holder of greater than 10% of CoreComm Ltd.'s voting stock is Booth American, which will now hold a non-controlling 20% interest. In any case, Booth American is a current debt-holder and preferred shareholder in CoreComm Ltd. Thus, there will be no new party obtaining a controlling interest in CoreComm Ltd., CoreComm Holdco, or the License Companies.

In addition, there are no planned changes in management or boards of directors of any of the CoreComm entities that would convey *de facto* or *de jure* control to a new party whose qualifications have not already been passed on by the Commission. Further, the services provided to the customers of the License Companies and their parent company will not change as a result of the recapitalization. Thus, because the License Companies, CoreComm Ltd. and CoreComm Holdco collectively will remain under the control of its larger shareholders and management, the transaction should be considered to result in only a *pro forma* transfer of control. Because the transaction is *pro forma*, there are no transactional documents that reflect a "sale price" or other consideration for the recapitalization.

The License Companies will continue to provide services in Ohio under the same names, tariffs, and operating authorizations. Therefore, we have not included in this filing the following information: copies of superceded tariff sheets, copies of revised tariff sheets, or copies of a real-time notice to customers. To the extent the Commission requires this additional information, we hereby respectfully request a waiver.

The *pro forma* transfer does not affect the ability of the License Companies to continue to serve the public interest by: (a) promoting competition among telecommunications service providers in the State of Ohio; and (b) ensuring the highest quality of service to Ohio customers. The same public interest findings that led the Commission initially to grant the License Companies' authorizations support this *pro forma* transfer of control.

^{2/} The increase in Karp's percentage of ownership is actually more modest than it appears. Karp is a current debt-holder of CoreComm Ltd. and receives common stock on a biannual basis in lieu of interest payments. As recently as October 1, 2001, for example, Karp held approximately 21% of CoreComm Ltd.'s voting stock, but has reduced his percentage of ownership through stock sales. Thus, depending on the value of CoreComm Ltd.'s share price, and Karp's voluntary stock sales, his holdings in CoreComm Ltd. can fluctuate greatly between 5-20%, but have always remained non-controlling.

^{3/} Prior to the transaction, no other entities held more than ten percent (10%) of the voting stock of CoreComm Ltd. Further, the parties to this transaction are not aware of any privity between their largest shareholders; each shareholder is believed to act according to his, her, or its individual interests.

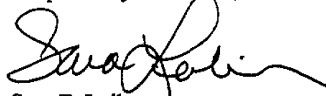
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Ms. Daisy Cockron

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Enclosed are the originals and ten (10) copies of this letter, 563 Registration Forms, and a Local Exchange Carrier Registration Form. Kindly date-stamp the additional copies of this letter and attached forms. Please contact the undersigned if you have any questions about this filing.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Sara F. Leibman", written in a cursive style.

Sara F. Leibman
Counsel for CoreComm Limited
and its Subsidiaries

WDC 306238v1