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COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, January 10, 2003

JOINT PETITION OF

CASE NO. PUA-2002-00016

CORECOMM VIRGINIA, INC.

and

ATX TELECOMMUNICATIONS SERVICES OF VIRGINIA, LLC

For approval of transfers of control

ORDER GRANTING APPROVAL

On August 30, 2002, CoreComm Virginia, Inc. ("CoreComm VA"), and ATX Telecommunications of Virginia, LLC ("ATX") (collectively, the "Petitioners"), completed their joint petition originally filed with the State Corporation Commission ("Commission") on March 18, 2002. In that petition, CoreComm VA and ATX request approval of transfers of control, pursuant to Chapter 5 of Title 56 of the Code of Virginia, for corporate restructuring at the parent level, which became effective December 28, 2001. On October 18, 2002, Petitioners filed an amendment to the joint petition to reflect the final transaction in the corporate restructuring, which became effective July 1, 2002.

By Order dated October 29, 2002, the Commission extended the time for review of issues in this case through December 28, 2002. By Order dated December 23, 2002, the Commission extended the time for review of issues in this case through January 17, 2003.

CoreComm VA is a Virginia corporation that holds certificates of public convenience and necessity to provide local (Certificate No. T-456) and long distance (Certificate No. TT-75A) telecommunications services in Virginia pursuant to a Commission Order dated August 10, 1999, in Case No. PUC-1999-00027. ATX is a Virginia corporation that holds a certificate of public convenience and necessity (Certificate No. T-388a) to provide local exchange telecommunications in Virginia pursuant to Commission Order dated December 15, 2000, in Case No.PUC-2000-00228. CoreComm Limited ("CoreComm Ltd.") is the parent of CoreComm VA and ATX.

CoreComm VA maintains a legacy customer base of commercial customers but does not currently market services in Virginia. ATX provides integrated access of broadband connectivity to commercial accounts in Virginia, offering a full range of telecommunications services including long distance, local, toll-free, Internet access, and voice and data private lines.

CoreComm Ltd. provides integrated local and toll-related telephone, Internet and high-speed data services to business and residential customers located principally in Pennsylvania, Ohio, New Jersey, Michigan, Wisconsin, Maryland, Illinois, New York, Virginia, Delaware, Massachusetts, Washington, D.C., and Indiana.

The Petitioners seek approval of transactions involving transfers of control resulting from a corporate debt restructuring of CoreComm Ltd. Those transactions took place on December 28, 2001, and July 1, 2002. The restructuring was a debt recapitalization that involved the conversion of debt and preferred stock of CoreComm Ltd. into common stock of CoreComm Holdco. As a result of the restructuring, CoreComm Ltd. became a wholly owned subsidiary of CoreComm Holdco. CoreComm Ltd. also conveyed control of its operating subsidiaries, including CoreComm VA and ATX, to CoreComm Holdco.

Both CoreComm Ltd. and CoreComm Holdco are Delaware corporations with headquarters in Pennsylvania. Effective July 15, 2002, CoreComm Holdco changed its name to ATX Communications, Inc.

The Petitioners represent that the transfers of control do not affect the ability of Core Comm VA or ATX to continue to provide telecommunications services in Virginia. CoreComm VA and ATX will continue to provide services in Virginia under the same names, tariffs, and operating authority.

THE COMMISSION, upon consideration of the joint petition and representations of the Petitioners and having been advised by its Staff, is of the opinion and finds that the transactions, as described herein, involving transfers of control will neither impair nor jeopardize the provision of adequate service to the public at just and reasonable rates and should, therefore, be approved.

Accordingly, IT IS ORDERED THAT:

1) Pursuant to §§ 56-88.1 and 56-90 of the Code of Virginia, approval is hereby granted for the transfer of control of CoreComm VA and ATX, as described herein.
2) There appearing nothing further to be done in this matter, it is hereby dismissed.