

WC 05-189

DOCKET FILE COPY ORIGINAL

FCC/MELLON

MAY 10 2005

Please Date Stamp & Return

SWIDLER BERLIN LLP

The Washington Harbour
3000 K Street, N.W., Suite 300
Washington, D.C. 20007-5116
Phone 202.424.7500
Fax 202.424.7647
www.swidlaw.com

May 10, 2005

VIA COURIER

DOCKET FILE COPY ORIGINAL

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau - CPD - 214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

RE: *In the Matter of ATX Licensing, Inc., Transferor, and Manhattan
Telecommunications Corporation d/b/a Metropolitan Communications,
Transferee, Application for Domestic and International Section 214 Authority To
Transfer Certain Customer Assets*

Dear Ms. Dortch:

Enclosed for filing on behalf of ATX Licensing, Inc. ("ATX") and Manhattan Telecommunications Corporation d/b/a Metropolitan Communications ("MetTel," together with ATX, "Applicants"), are an original and six (6) copies of the above referenced application requesting Section 214 authority for ATX to transfer to MetTel certain New York customers, including certain domestic and international long distance customer accounts served by ATX ("Application"). The proposed asset transfer involves neither a transfer of control of ATX nor an assignment of its international section 214 authorization.

Also enclosed is a completed Fee Remittance Form 159, which provides a VISA credit card number and expiration date for payment of \$895.00 to the Federal Communications Commission, to satisfy the filing fee required for this Application under line 2.b of Section 1.1105 of the Commission's rules.

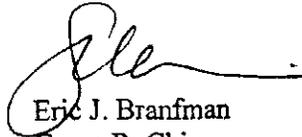
Pursuant to Section 63.04(b) of the Commission's rules, Applicants submit this filing as a combined international and domestic section 214 transfer application. Applicants are simultaneously filing this Combined Application with the International Bureau, in accordance with the Commission's rules, via its electronic filing system ("MyIBFS").

SWIDLER BERLIN LLP

May 10, 2005
Page 2

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



Eric J. Branfman
Grace R. Chiu
Troy F. Tanner

Counsel to ATX Licensing, Inc.

Enclosure

cc via email:

Terri Natoli (WCB)
Tracey Wilson (WCB)
Andoni Economou (MetTel)
Bruce Bennett (ATX)

ATX is a super-regional provider of integrated traditional and next generation Internet and voice communications, managed security services, and other mission-critical applications. ATX serves customers throughout the Mid-Atlantic and Great Lakes regions of the United States. MetTel offers integrated high-quality voice, data and Internet services to customers in both business and residential markets along the eastern seaboard.

II. INFORMATION REQUIRED UNDER SECTIONS 63.04(b) AND 63.24(e)

In support of this Application, Applicants submit the following information pursuant to Sections 63.04(b) and 63.24(e) of the Commission's rules.⁴

A. Information Required By Section 63.18(a) through (d), and (h) through (p):

(1) 63.18(a) -- Name, address and telephone number of each applicant.

Transferor: ATX Licensing, Inc. FRN: 0004936811
2100 Renaissance Boulevard
King of Prussia, PA 19406
Tel: (800) 220-ATX2

Transferee: MetTel FRN: 0004365144
44 Wall Street, 6th Floor
New York, NY 10005
Tel: (212) 607-2000

(2) 63.18(b) -- State of organization.

Transferor: ATX is organized under the laws of the State of Delaware.

Transferee: MetTel is organized under the laws of the State of Delaware.

⁴ 47 C.F.R. §§ 63.04(b), 63.24(e).

(3) 63.18(c) -- Contact person for this Application.

Correspondence and communications concerning this Application should be directed to the following:

For Transferor:

Eric J. Branfman
Troy F. Tanner
Grace R. Chiu
Swidler Berlin LLP
3000 K Street, N.W., Suite 300
Washington, D.C. 20007-5116
Tel: (202) 424-7500
Fax: (202) 424-7647
Email: EJBranfman@swidlaw.com
TFTanner@swidlaw.com
GRChiu@swidlaw.com

For Transferee:

Andoni Economou
MetTel
Executive Vice President
44 Wall Street, 6th Floor
New York, NY 10005
Tel: (212) 607-2004
Fax: (212) 635-5074
Email: aeconomou@mettel.net

(4) 63.18(d) – International Section 214 Authorizations.

Transferor: ATX is authorized to provide international switched resale services pursuant to international Section 214 authorization granted by the Commission in File No. ITC-T/C-20000620-00364. *See* Public Notice Rep. No. TEL-00265 (rel. July 27, 2000) (noting *pro forma* assignment to ATX Licensing, Inc. of the international Section 214 authorization granted to ATX Telecommunications Services, Inc. in addition to granting application to transfer control of ATX Telecommunications Services, Inc.).

Transferee: MetTel is authorized to provide international switched resale services pursuant to international Section 214 authorization granted by the Commission in File No. ITC-214-19970411-00203 (formerly, ITC-97-216). See Public Notice, Rep. No. TEL-80-A (rel. June 5, 1997, grant effective May 30, 1997)).

(5) 63.18(h) -- Ownership of Transferee

Information concerning the ten percent (10%) or greater shareholders of Transferee is as follows:

The following entity directly holds a 100% ownership interest in Transferee:

Name: Metropolitan Telecommunications Holding Company
Address: 44 Wall Street, 6th Floor
New York, NY 10005
Citizenship: U.S.
Percentage Owned: 100%
Principal Business: Telecommunications

The following persons or entities hold a 10% or greater direct ownership interest in Metropolitan Telecommunications Holding Company:

Name: Marshall Aronow
Address: 210 East 68th Street, #11A
New York, NY 10021
Citizenship: U.S.
Percentage Owned: 28%

Name: David Aronow
Address: 515 East 12th Street
New York, NY 10009
Citizenship: U.S.
Percentage Owned: 27%

Name: Joseph Aronow Trust U/A 4/13/99
Address: 500 East 77th Street
New York, NY 10027
Citizenship: U.S.
Percentage Owned: 13.5%

Name: Deborah Aronow Trust U/A 4/13/99
Address: 500 East 77th Street
New York, NY 10027
Citizenship: U.S.
Percentage Owned: 13.5%

No other person or entity holds a 10% or greater indirect ownership interest in Transferee.

Interlocking Directorates:

MetTel has no interlocking directorates with foreign carriers to report.

- (6) 63.18(i) – Foreign Affiliations. MetTel certifies that it is not, and is not affiliated with, a foreign carrier.
- (7) 63.18(j). MetTel certifies that it does not seek to provide international telecommunications services to any destination country for which any of the statements set forth in paragraphs (j)(1)-(4) of Section 63.18 of the Commission's rules is true.
- (8) Section 63.18(k) is not applicable.
- (9) Section 63.18(l) is not applicable.
- (10) Section 63.18(m) is not applicable.
- (11) 63.18(n) – No special concessions. MetTel certifies that it has not agreed to accept special concessions, as defined in Section 63.14(b) of the Commission's rules, directly or indirectly, from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route, and will not enter into such agreements in the future.
- (12) 63.18(o) – Certification. MetTel certifies pursuant to Sections 1.2001 through 1.2003 of the Commission's rules that it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853a.
- (13) 63.18(p) – Streamlined processing. Applicants submit that this Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's rules because MetTel is not affiliated with either a foreign carrier or a dominant U.S. carrier whose international switched or private line services MetTel seeks authority to resell, and MetTel does not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of such services over private lines.

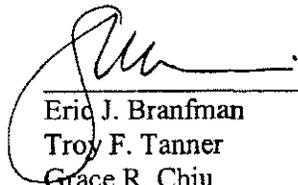
B. Information Required By Section 63.04(b)

Attached hereto as **Attachment 1** is the additional information required under paragraphs (a)(6) through (a)(12) of Section 63.04 of the Commission's rules.

III. CONCLUSION

Wherefore, for the reasons stated herein, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by grant of this Application for international and domestic Section 214 authority for ATX to transfer to MetTel the Customer Assets described herein.

Respectfully submitted,



Eric J. Branfman

Troy F. Tanner

Grace R. Chiu

SWIDLER BERLIN LLP

3000 K Street, N.W., Suite 300

Washington, D.C. 20007

Tel: (202) 424-7500

Fax: (202) 424-7645

Counsel to

ATX LICENSING, INC.

Andoni Economou
Executive Vice President
Manhattan Telecommunications
Corporation d/b/a Metropolitan
Communications
44 Wall Street, 6th Floor
New York, NY 10005

Dated: May 10, 2005

LIST OF ATTACHMENTS

**ATTACHMENT 1 Additional Information Required under Section 63.04(a)(6)
through (a)(12)**

CERTIFICATION OF TRANSFEREE

CERTIFICATION OF TRANSFEROR

ATTACHMENT 1

Additional Information Required under Section 63.04(a)(6) through (a)(12) For a Domestic Section 214 Asset Transfer Application

(a)(6) Description of the transaction.

Applicants request Commission approval for ATX to transfer to MetTel certain of its customers located in the State of New York and associated customer account information. ATX is obligated to transfer these customers pursuant to a comprehensive settlement agreement reached with Verizon resolving outstanding litigation with that carrier. The Verizon settlement agreement is a central element of the plan of reorganization pursuant to which ATX Communications, Inc. and its subsidiaries, including ATX, emerged from bankruptcy on April 27, 2005.

To ensure a seamless transition, affected ATX customers will be given not less than 60 days prior written notice of the proposed transfer, and Transferee will file with the FCC the notice and certification required by Section 64.1120(e) of the Commission's rules.

(a)(7) Description of geographic areas served by Applicants and their affiliates.

Transferee: MetTel provides local exchange and domestic interstate and international long distance services in New York and the following geographic markets: Connecticut, Delaware, District of Columbia, Florida, Georgia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, Pennsylvania, Rhode Island, Texas, Vermont, and Virginia.

Transferor: ATX provides local exchange and domestic interstate and international long distance services to customers in New York and throughout the Mid-Atlantic and Great Lakes regions of the United States.

(a)(8) Streamlined Treatment.

Applicants respectfully submit this Application qualifies for streamlined treatment because none of the applicants is dominant with respect to any service and the market presence of Transferee following the transfer of assets will be less than 10 percent. Consequently, the proposed asset transfer has no potential to result in harm to the public interest.

(a)(9) Related Applications.

Other than the international Section 214 portion of this Application, no other FCC applications relate to the transaction that is the subject of this Application.

(a)(10) Special Consideration.

Applicants anticipate that the asset transfer described herein will take place on or about July 10, 2005, and therefore respectfully request that this Application be placed on public notice as soon as possible, but not later than June 1, 2005.

Applicants are not requesting special consideration of this Application because any is facing imminent business failure.

(a)(11) Waiver Requests.

No waiver requests have been filed in conjunction with this transaction.

(a)(12) Statement of Public Interest.

Grant of this Application will serve the public interest, convenience and necessity by permitting ATX to fulfill its obligations under a comprehensive settlement agreement with Verizon resolving outstanding litigation with that carrier. The Verizon settlement agreement is a central element of the plan of reorganization pursuant to which ATX Communications, Inc. and its subsidiaries, including ATX, emerged from bankruptcy on April 22, 2005. Grant of this Application will therefore serve the public interest in ensuring that ATX may achieve a central element of the plan of reorganization.

Grant of this Application will also serve the public interest by promoting competition among telecommunications carriers. Specifically, approval of the proposed asset transfer will enable MetTel to strengthen its competitive presence in New York and to concentrate its resources and expertise on providing innovative and diversified service offerings to New York consumers. These enhancements will inure directly to the benefit of affected New York customers of ATX, as well as indirectly to consumers generally in the telecommunications marketplace.

CERTIFICATION

I, Andoni Economou, Vice President of Manhattan Telecommunications Corporation d/b/a Metropolitan Communications ("MetTel"), hereby certify under penalty of perjury that I am authorized to make this Certification on behalf of MetTel, the Transferee in the foregoing Application for International and Domestic Section 214 Authority ("Application"). I further certify that I know the contents of the foregoing Application and that the statements therein as they pertain to MetTel are true, complete, and accurate to the best of my knowledge and are made in good faith. I further certify that MetTel is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended.

**MANHATTAN TELECOMMUNICATIONS
CORPORATION d/b/a Metropolitan
Communications**

By: 

Andoni Economou
Vice President

Dated: May 6, 2005

CERTIFICATION

I, Bruce Bennett, Vice President of External Affairs for ATX Licensing, Inc. ("ATX"), hereby certify under penalty of perjury that I am authorized to make this Certification on behalf of ATX, the Transferor in the foregoing Application for International and Domestic Section 214 Authority ("Application"). I further certify that I know the contents of the foregoing Application and that the statements therein as they pertain to ATX are true, complete, and accurate to the best of my knowledge and are made in good faith. I further certify that ATX is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended.

ATX LICENSING, INC.

By: 

Bruce Bennett
Vice President of External Affairs

Date: May 6, 2005