

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554
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In the Matter of

MAY 19 1999

CORECOMM NEWCO, INC.

Streamlined ITC-ASG-19990402-00215
USN COMMUNICATIONS NORTHEAST, INC.

and

USN COMMUNICATIONS MIDWEST, INC.

and

USN COMMUNICATIONS NORTHEAST, INC.

File No. ITC-99-ASG119990402-00215

Application for authority pursuant to Section 214
Communications Act of 1934, as amended,
to assign Section 214 authorizations

AMENDMENT TO APPLICATION

CoreComm Newco, Inc. ("CoreComm Newco"), USN Communications Midwest, Inc.

("USNC-MW"), and USN Communications Northeast, Inc. ("USNC-NE") (collectively, the

"Applicants"), by the undersigned counsel, hereby amend their application to assign the Section 214 authorizations of USNC-MW and USNC-NE (the "USNC 214 licenses") to CoreComm Newco, filed April 2, 1999 (the "Application").

Specifically, this Amendment is filed to clarify the identity and nationality of the entities or parties holding a 10% or more interest in CoreComm Newco, as referenced in Section IV(h) of the Application. In the Application, the Applicants indicated that Ronald Baron, Baron Capital Group, Inc., Baron Capital Management Inc., BAMCO, Inc., and the Baron Asset Fund collectively hold shares that constitute approximately 18.1% of the outstanding stock of CoreComm Newco's ultimate parent company, CoreComm Limited. In fact, only the Baron

Asset Fund owns more than ten percent of CoreComm Limited's outstanding stock. The Baron Asset Fund owns approximately 11% of CoreComm Limited's outstanding stock. The Baron Asset Fund is a Massachusetts Business Trust. The remaining approximate 7.1% of outstanding stock in CoreComm Limited is held by various individual investor clients on whose behalf Baron Capital Group, Inc., Baron Capital Management, Inc., and BAMCO, Inc. invest funds.

The Application also indicated that Snyder Capital Management, L.P. ("Snyder Capital"), a limited partnership organized under the laws of the State of Delaware, holds approximately 15% of CoreComm Limited's outstanding stock. In fact, Snyder Capital is not the beneficial owner of the stock, and no party or entity associated with Snyder Capital holds a 10% or more interest in CoreComm Limited. Rather, Snyder Capital provides investment advice to various individual investors and investment entities who are the true beneficial owners of this CoreComm Limited stock, and Snyder Capital merely reports these ownership interests in CoreComm Limited on an aggregate basis to the Securities Exchange Commission.

Respectfully submitted,



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Dated: May 19, 1999