



CROCKER & CROCKER, P.C.

ATTORNEYS AT LAW

PATRICK D. CROCKER
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September 17, 2008

Marlene Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau – CPD – 214 Appls
PO Box 979091
St. Louis, MO 63197-9000

Via Overnight Mail

RE: Joint Application of BCN Telecom, Inc. and EliteView, LLC d/b/a Groveline for Grant of Authority to Complete a Transaction to Transfer Certain Assets from EliteView, LLC to BCN Telecom, Inc.

Dear Ms. Dortch:

On behalf of BCN Telecom, Inc. (“BCN”) and EliteView, LLC d/b/a GroveLine (“GroveLine”) (collectively, the “Applicants”), enclosed please find an original and six (6) copies of the above-referenced Application. Pursuant to Rule 47 CFR § 63.04(b), Applicants submit this filing as a combined international Section 214 transfer of control application and domestic Section 214 transfer of control application (“Combined Application”). Applicants are simultaneously filing the Combined Application with the International Bureau through the MyIBFS Filing System.

Also enclosed is a Fee Remittance Form 159 and a check in the amount of \$965.00 made payable to the Federal Communications Commission to cover the requisite filing fee.

Please date stamp the extra copy and return same in the postage-paid envelope attached thereto.

If you have questions or concerns with respect to the Combined Application, please contact the undersigned.

Very truly yours,

CROCKER & CROCKER, P.C.

Patrick D. Crocker

PDC/pas

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Joint Application of)
)
BCN Telecom, Inc.)
Assignee,)
)
EliteView, LLC d/b/a GroveLine) File No. 08-_____
Assignor,)
)
)
Application for Consent to Assign Certain)
Assets of a Company Holding an)
International Authorization and a Blanket)
Domestic Authorization Pursuant to Section)
214 of the Communications Act of 1934, as)
Amended)
)
)

APPLICATION

I. INTRODUCTION

BCN Telecom, Inc. (“BCN” or “Buyer”) and EliteView LLC d/b/a Groveline (“EliteView” or “Seller”), pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. Section 214, and Section 63.04(a) of the Commission's Rules, 47 C.F.R. Section 63.04(a), hereby request authority to enable BCN Telecom Inc. to acquire the local exchange and interstate, interexchange (“long distance”) customer base of EliteView. The proposed transaction will not result in a loss or impairment of service to EliteView local and long distance customers that would be affected by the proposed transaction. This application is therefore submitted as a transfer of control pursuant to Section 63.04 of the Commission's rules.

II. APPLICANTS

BCN, a corporation organized under the laws of the State of New Jersey and is a wholly owned subsidiary of Telecom Acquisition Company, LLC, a New Jersey limited liability company and holding company. BCN is a privately owned holding company with experience in the telecommunications industry. BCN is authorized under Section 214 of the Communications Act of 1934, as amended, to provide domestic interstate and international telecommunications service¹. BCN Telecom Inc. is authorized as a reseller of intrastate interexchange telecommunications services throughout the United States, with the exception of Alaska, and has resold local exchange authority in 26 states as follows: Alabama, California, Colorado, Connecticut, District of Columbia, Delaware, Florida, Georgia, Illinois, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New Mexico, New York, North Carolina, Ohio, Pennsylvania, Rhode Island, South Carolina, Tennessee, Vermont, Virginia, Washington and West Virginia.

EliteView is a corporation organized under the laws of the State of Massachusetts. EliteView is authorized under Section 214 of the Communications Act of 1934, as amended, to provide domestic interstate and international telecommunications service². EliteView has authority to provide intrastate, interexchange service in 24 states as follows: California, Colorado, Florida, Iowa, Idaho, Illinois, Indiana, Kentucky, Massachusetts, Maine, Minnesota, Missouri, North Carolina, New Jersey, New York, New Hampshire, Michigan, Ohio, Oregon, Pennsylvania, Rhode Island, Texas, Washington, Wisconsin and resold local exchange authority in 9 states as follows: California, Maine, New Jersey, New York, New Hampshire, Oregon, Rhode Island, Washington and Wisconsin.

¹ BCN received its international Section 214 authority in File Nos. ITC-214-19951228-00061 (granted March 11, 1996) and ITC-214-19960529-00214 (granted July 22, 1996). BCN holds blanket authority to provide domestic interstate service pursuant to Section 63.01 of the Commission's Rules.

² EliteView received its international Section 214 authority in File Number ITC-214-20021223-00594, granted January 30, 2003. EliteView holds blanket authority to provide domestic interstate service pursuant to Section 63.01 of the Commission's Rules.

III. DESCRIPTION OF THE TRANSACTION

Pursuant to an Asset Purchase Agreement (“Agreement”) executed on or about June 27, 2008, EliteView agrees to sell, convey, assign and transfer to the Buyer, and BCN agrees to purchase and accept from the Seller, the “Sale Assets” summarized as follows: (1) all of the existing residential and business customers of any type or kind that constitute the Business originating in the top 34 states by revenue as set forth in the Agreement, and all contractual or other rights of the Seller with respect to such customer accounts; (2) all the names, addresses, and other pertinent information for all of the Seller’s customer lists, if any; customer agreements, customer billing and collection data and the complete customer billing history of each customer account with the Seller’s or any predecessor entities; and (3) all cash and cash equivalents, proceeds of every nature, attributable to the Sold Customers accrued, due or collected after the applicable Closing Date.

After the Closing, BCN will provide telecommunications services to EliteView’s customers pursuant to its own telecommunications authorizations. After consummation of the transactions, EliteView will retain its telecommunications authorizations in order to continue to provide telecommunications services apart from the business being acquired by BCN. **Thus, EliteView does not seek to surrender its authorization at this time.**

The proposed transfer of customers to BCN will have no adverse impact on customers. EliteView customers will continue to receive their existing services at the same rates, terms, and conditions that they have prior to the transfer and any future changes in the rates, terms, and conditions of service will be made consistent with Commission regulations. To avoid customer confusion and ensure a seamless transition, the Parties will provide advance written notice to the affected customers at least thirty (30) days prior to the transfer, explaining the change in service provider in accordance with applicable Commission and state regulations for changing a customer’s presubscribed carrier.

In accordance with state and Commission rules, Applicants have provided written notice to affected EliteView customers informing them of the proposed transaction. Service to these customers will not be transferred until the requisite regulatory approvals have been obtained. In addition, BCN Telecom Inc. has filed with the Commission the notice and certification required by Section 64.1120(e) of the Commission's rules. Applicants seek to consummate the proposed transaction on an expedited basis so that BCN Telecom Inc. may integrate the acquired customers into its existing business and thereby expand its presence in the local exchange and long distance market.

IV. INFORMATION REQUIRED BY SECTION 63.04

In support of this Application, Applicants provide the following summary information pursuant to §63.04 of the Commission's rules:

(a)(1) Name, address, telephone number of each applicant:

Transferor:	EliteView, LLC d/b/a GroveLine 350 Myles Standish Boulevard, 2 nd Fl Taunton, Massachusetts 02780 Telephone: (412) 244-2100	FRN: 0018033498
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Transferee:	BCN Telecom Inc. 550 Route 202-206 Bedminster, NJ 07921-0760 Telephone: (908) 470-4700	FRN: 0016071862
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(a)(2) State of Organization:

Transferor: EliteView is organized under the laws of the State of Massachusetts.

Transferee: BCN Telecom Inc. is organized under the laws of the State of New Jersey.

(a)(3) Contact persons for this Application

Please direct any questions concerning the Parties and this application to:

Patrick D. Crocker
Crocker & Crocker, P.C.
The Kalamazoo Building
107 W. Michigan Ave, 4th Floor
Kalamazoo, MI 49007
Tel: (269) 381-8893
Fax: (269) 381-4855
Email: Patrick@crockerlawfirm.com

(a)(4) Equity Ownership

The following entity directly owns ten percent or more of the equity of BCN Telecom, Inc.

- 1) The following entity currently hold a 10% or greater, direct or indirect, interest in BCN Telecom, Inc.

Name: Telecom Acquisition Company, LLC
Address: 550 Route 202-206
Bedminster, NJ 07921-0760
Citizenship: U.S.
Principal Business: Telecommunications
Percent Equity: 100%

The following individuals currently hold a ten percent (10%) or greater direct or indirect interest in Telecom Acquisition Company, LLC

Name: Richard Boudria
Address: 550 Route 202-206
Bedminster, NJ 07921-0760
Citizenship: United States
Principal Business: Telecommunications
Percent Equity: 48.5%

Name: William P. Mulcahy
Address: 550 Route 202-206
Bedminster, NJ 07921-0760
Citizenship: United States
Principal Business: Telecommunications Management
Percent Equity: 11.5%

No other person or entity, either directly or indirectly, owns ten percent (10%) or more of the equity of BCN.

The following individuals currently hold a ten percent (10%) or greater direct or indirect interest in EliteView, LLC d/b/a GroveLine:

Name: Kevin Estes
Address: 106 Williams St.
Dartmouth, MA 02748
Citizenship: United States
Principal Business: Telecommunications Executive
Percent Equity: 13%

Name: Kelly Pappas
Address: 6 Deer Run Rd.
Holliston, MA 01746
Citizenship: United States
Principal Business: Telecommunications Executive
Percent Equity: 13%

Name: Alexander Pappas
Address: 20 Eagle Drive
Mashpee, MA 02649
Citizenship: United States
Principal Business: Manufacturing Executive
Percent Equity: 24.9%

Name: George Pappas
Address: 903 Providence Place
Unit #360
Providence, RI 02903
Citizenship: United States
Principal Business: Telecommunications Executive
Percent Equity: 36.1%

Name: Yu-Bey Wang
Address: 35 Bales Ave, Unit 1002
North York M2N 7L7 Canada
Citizenship: Taiwan
Principal Business: Telecommunications Executive
Percent Equity: 13%

No other person or entity, either directly or indirectly owns ten percent (10) or more of the equity of EliteView.

(a)(5) Certification

BCN Telecom Inc. and EliteView each certify pursuant to Sections 1.2001 through 1.2003 of the Commission's rules that no party to this Application is subject to a denial of Federal benefits, as provided in the Anti-Drug Abuse Act of 1988, 21 U.S.C. 853.

(a)(6) Description of the Transaction

A description of the transaction is set forth in Section III, above.

(a)(7) Geographic Areas Served

A description of the geographic service areas and services provided in each area is provided in Section II of the Application.

(a)(8) Streamlined Treatment

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to the Commission's Rules, 47 C.F.R. § 63.03. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because immediately following the transaction BCN will have a market share in the interstate, interexchange market of less than 10 percent, and BCN will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and none of the Applicants are dominant with respect to any service.

(a)(9) Related FCC applications

None.

(a)(10) Special Consideration

None.

(a)(11) Waiver Requests

Applicants have not filed any waiver requests in conjunction with the proposed transaction.

(a)(12) Public Interest Considerations

The proposed transaction will serve the public interest by ensuring no interruption of service or inconvenience to the affected customers, and the affected customers will receive the same local service and long distance rates backed by the support services of BCN Telecom Inc., a growing and highly competitive carrier. Because BCN Telecom Inc. will provide local exchange and long distance service to EliteView's customers at the same rates, terms and conditions of service as they currently receive from EliteView, the transaction will be virtually transparent to EliteView local and long distance customers in terms of the service they receive.

CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. This Application is contingent on the closing of the transaction as reported herein. If the closing does not occur, Applicants will promptly notify the Commission.

Respectfully Submitted,



Patrick D. Crocker
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Kalamazoo, MI 49007
Tel: (269) 381-8893
Fax: (269) 381-4855
Email: Patrick@crockerlawfirm.com

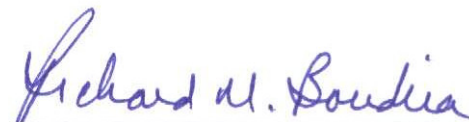
Dated: September 17, 2008

VERIFICATION

I, Richard M. Boudria, am the Chairman/CEO of BCN TELECOM, INC., and am authorized to make this verification on its behalf. I do hereby verify that I have read the foregoing Application and the statements made therein are true, correct, and complete to the best of my knowledge, information, and belief.

Executed on the 20th day of August, 2008

BCN Telecom, Inc.



Richard M. Boudria

Subscribed and sworn before me this 20th day of Aug., 2008.



Notary Public

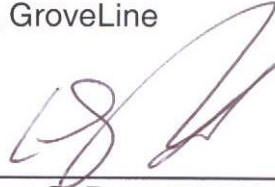
Richard F Nacchio
Notary Public
State of New Jersey
My Commission Expires on July 16, 2008 13

VERIFICATION

I, George S. Pappas, am the President and CEO of ELITEVIEW, LLC D/B/A GROVELINE, and am authorized to make this verification on its behalf. I do hereby verify that I have read the foregoing Application and the statements made therein are true, correct, and complete to the best of my knowledge, information, and belief.

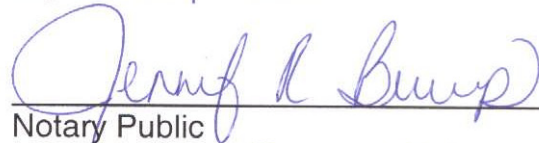
Executed on the 25 day of Aug, 2008

EliteView, LLC
d/b/a GroveLine



George S. Pappas

Subscribed and sworn before me this 25 day of Aug, 2008.



Notary Public

Commission Expires 3/5/2015

