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September 14, 2012

VIA IBFS

Marlene H. Dortch, Secretary
Federal Communications Commission
International Bureau Applications
P.O. Box 979093
St. Louis, MO 63197-9000

Re: In the Matter of the Joint Application For Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, for Transfer Control of Authorized International Section 214 Carriers

Dear Ms. Dortch:

On behalf of Broadview Networks Holdings, Inc., Debtor-in-Possession ("Transferor") and Broadview Networks Holdings, Inc., ("Transferee"), enclosed please find an application for approval to complete an indirect transfer of control of authorized international Section 214 license holders A.R.C. Networks, Inc., ATX Licensing, Inc., Broadview Networks, Inc., BridgeCom International, Inc., Eureka Telecom, Inc. and TruCom Corporation (collectively "Licensees"), and together with the Transferor and Transferee ("Applicants").

Pursuant to Section 63.04(b) of the Commission's Rules, Applicants submit this filing as a combined international section 214 and domestic 214 transfer of control application ("Combined Application"). Applicants are simultaneously filing the Combined Application with the Wireline Competition Bureau, in accordance with the Commission's rules.

This filing and the applicable credit card payment in the total amount of \$6,300.00, which satisfies the filing fee required for this application under line 2.b of Section 1.1105 of the Commission's Rules, are being submitted electronically through the MyIBFS.

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Marlene H. Dortch, Secretary
September 14, 2012

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Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



Catherine Wang
Danielle C. Burt

Counsel for Applicants

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of the Joint Application of)
)
)
Broadview Networks Holdings, Inc.,)
A.R.C. Networks, Inc., Licensee,) WC Docket No. 12-__
ATX Licensing, Inc., Licensee,)
Broadview Networks, Inc., Licensee,)
Broadview NP Acquisition Corp., Licensee,) ITC-T/C-2012_____
BridgeCom International, Inc., Licensee,)
Eureka Telecom, Inc., Licensee,)
Eureka Telecom of VA, Inc., Licensee,)
InfoHighway of Virginia, Inc., Licensee,)
and)
TruCom Corporation, Licensee)
)
For Grant of Authority Pursuant to Section 214 of the)
Communications Act of 1934, as amended, and)
Section 63.04 and 63.24 of the Commission’s Rules)
to Complete an Indirect Transfer of Control of)
Authorized Domestic and International Section 214 Carriers))

JOINT APPLICATION

I. INTRODUCTION

Broadview Networks Holdings, Inc. (“Broadview Holdings”), A.R.C. Networks, Inc. (“A.R.C.”), ATX Licensing, Inc. (“ATX”), Broadview Networks, Inc. (“Broadview”), Broadview NP Acquisition Corp. (“Broadview NP”), BridgeCom International, Inc. (“BridgeCom”), Eureka Telecom, Inc. (“Eureka”), Eureka Telecom of VA, Inc. (“Eureka-VA”), InfoHighway of Virginia, Inc. (“InfoHighway-VA”), and TruCom Corporation (“TruCom”) (collectively, “Applicants”), through their undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04 and

63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04, 63.24, respectfully request Federal Communications Commission ("Commission") approval for an indirect transfer of control of A.R.C., ATX, Broadview, Broadview NP, BridgeCom, Eureka, Eureka-VA, InfoHighway-VA, and TruCom (collectively, "Licensees"), all of which are non-dominant carriers holding authority from the Commission to provide telecommunications services.¹

Broadview Holdings and its subsidiaries, including Applicants, filed a voluntary petition ("Petition") on August 22, 2012 with the United States Bankruptcy Court for the Southern District of New York to reorganize under Chapter 11 (Case No. 12-13581 (SCC)). The filing of the Petition served to convert the legal status of Applicants to debtors-in-possession.

As described in Section III, Broadview Holdings plans to exchange outstanding debt for equity in Broadview Holdings (the "Transaction") which will result in an indirect transfer of control of Licensees. The "prepackaged" bankruptcy filing will allow Broadview Holdings to effectuate the proposed indirect transfer of control while maintaining the current operations of Applicants. While the "Plan of Reorganization" has the overwhelming support of both Broadview Holdings' secured noteholders and its existing stockholders, the filing of a voluntary petition for relief under Chapter 11 was necessary to implement the transaction. Critically, the bankruptcy has been structured to ensure that customers will not be adversely

¹ InfoHighway-VA, Eureka-VA, ATX Telecommunications Services of Virginia, LLC ("ATX-VA"), and Broadview Networks of Virginia, Inc. ("Broadview-VA"), are affiliates of Licensees that operate in Virginia. InfoHighway-VA and Eureka-VA are only authorized to provide intrastate and interstate telecommunications services and do not provide international telecommunications services. InfoHighway-VA and Eureka-VA, therefore, hold blanket authority from the Commission to provide interstate telecommunications services, but do not hold authority to provide international telecommunications services. ATX-VA and Broadview-VA are only authorized to provide intrastate telecommunications services in Virginia and, therefore, do not hold interstate or international authority from the Commission.

affected and that all unsecured creditors, including Broadview Holdings' carrier partners, will be fully compensated in the ordinary course of business. Applicants anticipate that Broadview Holdings will emerge from bankruptcy by the end of October 2012.

Although Applicants are not seeking streamlined treatment of this application pursuant to Sections 63.03 and 63.12(c) of the Commission's Rules, Applicants submit that the proposed change will not adversely affect competition in the domestic or international telecommunications services market. Immediately following the transaction: (1) Broadview Holdings and its affiliates, as defined in Section 3(1) of the Communications Act ("Affiliates"), combined will hold a market share in the interstate, interexchange market of less than 10 percent; (2) Broadview Holdings and its Affiliates 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 (3) none of the Applicants nor their Affiliates are dominant with respect to any service. With respect to the international services market, none of the Applicants is a foreign carrier, or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

In support of this Application, Applicants provide the following information:

II. DESCRIPTION OF THE APPLICANTS

Broadview Holdings (together with Licensees, the "Company") is a privately held Delaware corporation.² The Company has principal offices located at 800 Westchester Avenue, Suite N-501, Rye Brook, New York 10573. Broadview Holdings is an unregulated

² Although Broadview Holdings' stock is not publicly traded, the Company's notes are publicly traded and Broadview Holdings files its financial information with the Securities and Exchange Commission.

holding company that is the ultimate parent company of Broadview Networks, Broadview NP, BridgeCom, TruCom, ATX, A.R.C., and Eureka, each of which is authorized to provide telecommunications services in multiple states. Broadview Holdings is also the indirect parent of Broadview-VA, ATX-VA, InfoHighway-VA and Eureka-VA, which are authorized to provide telecommunications services in Virginia. Below is a brief description of each service provider and its Section 214 authority:

- A. Broadview Networks and Broadview-VA are together a network-based electronically integrated communications provider which serve small and medium-sized businesses in the northeastern and mid-Atlantic United States. Broadview Networks is authorized to provide competitive telecommunications services in 48 states and the District of Columbia and holds authority from the FCC to provide international and interstate service. Broadview-VA provides intrastate services in Virginia.

States of Incorporation: New York (Broadview) and Virginia (Broadview-VA)

Section 214 Authority: Broadview holds blanket domestic Section 214 authority to provide interstate services. Broadview also holds international Section 214 authority granted in IB File No. ITC-214-20000128-00044. Broadview-VA does not hold domestic or international Section 214 authority.

- B. Broadview NP is authorized to provide competitive telecommunications services in approximately 12 states and the District of Columbia and holds authority from the FCC to provide interstate service.

State of Incorporation: Delaware

Section 214 Authority: Broadview NP holds blanket domestic Section 214 authority to provide interstate services. Broadview NP does not hold international Section 214 authority.

- C. BridgeCom is authorized to provide competitive telecommunications services in approximately 7 states and holds authority from the FCC to provide international and interstate service.

State of Incorporation: Delaware

Section 214 Authority: BridgeCom holds blanket domestic Section 214 authority to provide interstate services. BridgeCom also holds international Section 214 authority granted in IB File No. ITC-214-19971020-00645.

- D. TruCom holds authorizations to provide competitive telecommunications services in New Jersey and New York and authority from the FCC to provide international and interstate services.

State of Incorporation: New York

Section 214 Authority: TruCom holds blanket domestic Section 214 authority to provide interstate services. TruCom also holds international Section 214 authority granted in IB File No. ITC-214-19971104-00683.

- E. ATX and ATX-VA. ATX is authorized to provide competitive telecommunications services in approximately 11 states and the District of Columbia and holds authority from the FCC to provide international and interstate services. ATX-VA is authorized to provide intrastate telecommunications services in Virginia.

State of Formation: Delaware (ATX and ATX-VA)

Section 214 Authority: ATX holds blanket domestic Section 214 authority to provide interstate services. ATX also holds international Section 214 authority granted in IB File No. ITC-214-19920330-00034. ATX-VA does not hold domestic or international Section 214 authority.

- F. Eureka and Eureka-VA. Eureka is authorized to provide competitive telecommunications services in approximately 11 states and the District of Columbia and holds authority from the FCC to provide international and interstate services. Eureka-VA is authorized to provide intrastate and interstate telecommunications services in Virginia.

States of Incorporation: Delaware (Eureka) and Virginia (Eureka-VA)

Section 214 Authority: Eureka and Eureka-VA hold blanket domestic Section 214 authority to provide interstate services. Eureka also holds international Section 214 authority granted in IB File No. ITC-214-19951226-00060 (old File No. ITC-96-029). Eureka-VA does not hold international Section 214 authority.

- G. A.R.C. and InfoHighway-VA. A.R.C. is authorized to provide competitive telecommunications services in approximately 11 states and the District of Columbia and holds authority from the FCC to provide international and interstate services. InfoHighway-VA is authorized to provide intrastate and interstate telecommunications services in Virginia.

States of Incorporation: New York (A.R.C.) and Virginia (InfoHighway-VA)

Section 214 Authority: A.R.C. and InfoHighway-VA hold blanket domestic Section 214 authority to provide interstate services. A.R.C. also holds international Section 214 authority granted in IB File No. ITC-214-19960116-00008. InfoHighway-VA does not hold international Section 214 authority.

III. DESCRIPTION OF THE TRANSACTION

Broadview Holdings plans to exchange outstanding notes for equity in Broadview Holdings (the “Transaction”), which will result in an indirect transfer of control of Licensees. The overall purpose of the Transaction is to enable Broadview Holdings to de-lever its balance sheet, better position the Broadview companies to compete in the telecommunications and information technology industry, and to provide a solution for the impending maturity of its senior secured notes. To that end, Broadview Holdings has entered into an agreement with a majority of its equity-holders and note-holders for a restructuring of its outstanding obligations, including its \$300 million 11 3/8% senior secured notes due in September 2012. Pursuant to that agreement, the existing note-holders will obtain approximately 97% of Broadview Holdings’ common shares and approximately \$150 million in principal amount of new 10 1/2% senior notes. As such, the restructuring will effect a transfer of control of Broadview Holdings and, indirectly, its subsidiaries.

Broadview Networks has obtained agreement to this arrangement from the company’s note-holders who hold more than two-thirds of the aggregate principal amount of outstanding senior secured notes and the equity-holders who hold more than 70% of the existing preferred equity interests. Although a large majority of note-holders and equity holders have already agreed to the terms of the restructuring, in order to complete the transaction, Broadview Holdings has filed a “pre-packaged” Chapter 11 bankruptcy proceeding in the U.S. Bankruptcy

Court for the Southern District of New York.³ Applicants anticipate that customers and vendors will not be adversely affected by the completion of the Transaction through a “pre-packaged” Chapter 11 bankruptcy proceeding. Accordingly, in addition to the transfer of control transaction described herein, Applicants seek such other approval that may be deemed necessary in connection with the bankruptcy process including specifically the *pro forma* change associated with the conversion of Broadview Holdings (and all of the Licensees) into a debtor-in-possession.⁴

The largest of the current owners of Broadview Holdings are Baker Capital (which controls approximately 16.2% of Broadview Holdings’ common stock) and MCG Capital Corporation (which controls approximately 50.9% of Broadview Holdings’ common stock). Following the Transaction, only MSD Credit Opportunity Fund, L.P. and High River Limited Partnership are expected to hold an equity interest of 10% or more in Broadview Holdings, and it is not expected that Baker Capital or MCG Capital Corporation will retain a 10% or greater equity interest in Broadview Holdings. No entity will hold voting control over Broadview Holdings. Accordingly, Commission approval is herein requested for the indirect transfer of control of Licensees that will result from this Transaction. For the Commission’s convenience, a corporate organizational chart is attached as Exhibit A.

Licensees do not anticipate a change in senior management and will continue to maintain the technical, managerial, and financial qualifications to operate and provide telecommunications services following the proposed transaction. Licensees will also continue to offer service with no immediate change in the rates or terms and conditions of service.

³ See Case No. 12-13581 (SCC). Further details of this plan are set forth in the Company’s Disclosure Statement for Soliciting Acceptances for a Plan of Reorganization publicly available at <http://www.kccllc.net/broadview>.

⁴ See 47 C.F.R. § 63.04(d); 47 C.F.R. § 63.24(d), (f), and (g).

Therefore, the proposed change in ownership is expected to be seamless and transparent to consumers.

IV. PUBLIC INTEREST STATEMENT

Applicants respectively submit that the proposed Transaction serves the public interest. As a result of the Transaction, Broadview Holdings and Licensees will substantially reduce their debt load, which will strengthen their overall financial position. This change will enable Applicants to implement their business plans and strengthen their competitive position.

Further, the proposed Transaction will be conducted in a manner that will be transparent to customers of the Licensees. The indirect transfer of control of the Licensees will not result in a change of carrier for customers or any assignment of authorizations. Applicants also emphasize that the proposed Transaction will not result in the discontinuance, reduction, loss or impairment of service to customers.

V. INFORMATION REQUIRED BY SECTION 63.24(E)

Pursuant to Section 63.24(e)(3) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p):

(a) Name, address and telephone number of each Applicant:

Broadview Networks Holdings, Inc. **FRN: 0010296853**
800 Westchester Avenue, Suite N-501
Rye Brook, New York 10573
(914) 922-7000

Licensees:

A.R.C. Networks, Inc. **FRN: 0014864649**
ATX Licensing, Inc. **FRN: 0004936811**
Broadview Networks, Inc. **FRN: 0003775285**
Broadview NP Acquisition Corp. **FRN: 0007388333**
BridgeCom International, Inc. **FRN: 0004971446**
Eureka Telecom, Inc. **FRN: 0003753852**
Eureka Telecom of VA, Inc.
InfoHighway of Virginia, Inc.
TruCom Corporation **FRN: 0004335956**

Each Licensee has the following address and phone number:

800 Westchester Avenue, Suite N-501
Rye Brook, NY 10573
(914) 922-7000

(b) Jurisdiction of Organizations:

Broadview Networks Holdings, Inc. is a corporation formed under the laws of Delaware.

Licensees:

A.R.C. is a corporation formed under the laws of New York.
ATX is a corporation formed under the laws of Delaware.
Broadview is a corporation formed under the laws of New York.
Broadview NP is a corporation formed under the laws of Delaware.
BridgeCom is a corporation formed under the laws of Delaware.
Eureka is a corporation formed under the laws of Delaware.
Eureka-VA is a corporation formed under the laws of Virginia.
InfoHighway-VA is a corporation formed under the laws of Virginia.
TruCom is a corporation formed under the laws of New York.

(c) (Answer to Question 10) Correspondence concerning this Application should be sent to:

For Applicants:

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Fax: (202) 373-6001
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With copies to:

Charles C. Hunter
Executive Vice President and General
Counsel
Broadview Networks Holdings, Inc.
800 Westchester Avenue, Suite N-501
Rye Brook, NY 10573

(d) Section 214 Authorizations

Broadview Holdings does not directly hold any domestic or international Section 214 authority. Its subsidiaries listed below hold domestic or international Section 214 authority.

Broadview holds blanket domestic Section 214 authority to provide interstate services. 47 C.F.R. § 63.01. Broadview also holds international Section 214 authority granted in IB File No. ITC-214-20000128-00044.

Broadview NP holds blanket domestic Section 214 authority to provide interstate services. 47 C.F.R. § 63.01. Broadview NP does not hold international Section 214 authority.

BridgeCom holds blanket domestic Section 214 authority to provide interstate services. 47 C.F.R. § 63.01. BridgeCom also holds international Section 214 authority granted in IB File No. ITC-214-19971020-00645.

TruCom holds blanket domestic Section 214 authority to provide interstate services. 47 C.F.R. § 63.01. TruCom also holds international Section 214 authority granted in IB File No. ITC-214-19971104-00683.

ATX holds blanket domestic Section 214 authority to provide interstate services. 47 C.F.R. § 63.01. ATX also holds international Section 214 authority granted in IB File No. ITC-214-19920330-00034.

A.R.C. holds blanket domestic Section 214 authority to provide interstate services. 47 C.F.R. § 63.01. A.R.C. also holds global resale Section 214 authority to provide international services pursuant to authority granted in IB File No. ITC-214-19960116-00008.

Eureka holds blanket domestic Section 214 authority to provide interstate services. 47 C.F.R. § 63.01. Eureka also holds global resale Section 214 authority to provide international services pursuant to authority granted in IB No. ITC-214-19951226-00060 (old File No. ITC-96-029).

Eureka-VA holds blanket domestic Section 214 authority to provide interstate services, 47 C.F.R. § 63.01, but does not hold authority to provide international services.

InfoHighway-VA holds blanket domestic Section 214 authority to provide interstate services, 47 C.F.R. § 63.01, but does not hold authority to provide international services.

- (h) ***(Answer to Questions 11 & 12)*** The following entities hold, directly or indirectly, a 10% or greater equity interest in Applicants as calculated pursuant to the Commission ownership attribution rules for wireline and international telecommunications carriers.⁵

⁵ While the Commission's rules for combined domestic and international applications require this information only for the assignee/transferee, *see* 47 C.F.R. §§ 63.04(b), 63.24(3)(2), Applicants are providing ownership information for both parties.

Pre- and Post-Transaction Ownership of Licensees:

- 1) The following entities currently hold a ten percent (10%) or greater, direct or indirect, interest in **BridgeCom International, Inc.** and **TruCom Corporation:**

Name: BridgeCom Holdings, Inc.
Address: 800 Westchester Avenue, Suite N-501
Rye Brook, NY 10573
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (directly in BridgeCom and TruCom)

Name: BV-BC Acquisition Corp. (“BV-BC”)
Address: 800 Westchester Avenue, Suite N-501
Rye Brook, NY 10573
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (indirectly in BridgeCom and TruCom as sole owner BridgeCom Holdings, Inc.)

Name: Broadview Networks Holdings, Inc.
Address: 800 Westchester Avenue, Suite N-501
Rye Brook, New York 10573
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (indirectly in BridgeCom and TruCom as sole owner of BV-BC)

- 2) The following entity currently holds a ten percent (10%) or greater direct interest in **Broadview NP Acquisition Corp.:**

Name: Broadview Networks Holdings, Inc.
Address: 800 Westchester Avenue, Suite N-501
Rye Brook, New York 10573
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (directly in Broadview NP)

- 3) The following entities currently hold a ten percent (10%) or greater, direct or indirect, interest in **Broadview Networks, Inc.** and **Broadview Networks of Virginia, Inc.:**

Name: Broadview Networks, Inc.
Address: 800 Westchester Avenue, Suite N-501
Rye Brook, New York 10573
Citizenship: U.S.

Principal Business: Telecommunications
 % Interest: 100% (directly in Broadview-VA)

Name: Broadview Networks Holdings, Inc.
 Address: 800 Westchester Avenue, Suite N-501
 Rye Brook, New York 10573

Citizenship: U.S.
 Principal Business: Holding Company
 % Interest: 100% (indirectly in Broadview-VA and directly in Broadview)

4) The following entities currently hold a ten percent (10%) or greater, direct or indirect, interest in **ATX Licensing, Inc.**, and **ATX Telecommunications Services of Virginia, LLC**:

Name: ATX Licensing, Inc.
 Address: 800 Westchester Avenue, Suite N-501
 Rye Brook, New York 10573

Citizenship: U.S.
 Principal Business: Telecommunications
 % Interest: 100% (directly in ATX-VA)

Name: CoreComm-ATX, Inc.
 Address: 800 Westchester Avenue, Suite N-501
 Rye Brook, New York 10573

Citizenship: U.S.
 Principal Business: Holding Company
 % Interest: 100% (indirectly in ATX-VA and directly in ATX)

Name: CoreComm Communications, Inc.
 Address: 800 Westchester Avenue, Suite N-501
 Rye Brook, New York 10573

Citizenship: U.S.
 Principal Business: Holding Company
 % Interest: 100% (indirectly in ATX-VA and ATX as 100% owner of CoreComm-ATX, Inc.)

Name: ATX Communications, Inc.
 Address: 800 Westchester Avenue, Suite N-501
 Rye Brook, New York 10573

Citizenship: U.S.
 Principal Business: Holding Company
 % Interest: 100% (indirectly in ATX-VA and ATX as 100% owner of CoreComm Communications, Inc.)

Name: Broadview Networks Holdings, Inc.
Address: 800 Westchester Avenue, Suite N-501
Rye Brook, New York 10573
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (indirectly in ATX-VA and ATX as 100%
owner of ATX Communications, Inc.)

- 5) The following entities currently hold a ten percent (10%) or greater, direct or indirect, interest in **Eureka Telecom, Inc.** and **Eureka Telecom of Virginia, Inc.**:

Name: Eureka Holdings, LLC
Address: 800 Westchester Avenue, Suite N-501
Rye Brook, New York 10573
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (directly in Eureka and Eureka-VA)

Name: Eureka Broadband Corporation
Address: 800 Westchester Avenue, Suite N-501
Rye Brook, New York 10573
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (indirectly in Eureka and Eureka-VA as
100% owner of Eureka Holdings, LLC)

Name: Broadview Networks Holdings, Inc.
Address: 800 Westchester Avenue, Suite N-501
Rye Brook, New York 10573
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (indirectly in Eureka and Eureka-VA as
100% owner of Eureka Broadband Corporation)

- 6) The following entities currently hold a ten percent (10%) or greater, direct or indirect, interest in **A.R.C. Networks, Inc.** and **InfoHighway of Virginia, Inc.**:

Name: InfoHighway Communications Corporation
Address: 800 Westchester Avenue, Suite N-501
Rye Brook, New York 10573
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (directly in A.R.C. and InfoHighway-VA)

Name: Eureka Holdings, LLC
Address: 800 Westchester Avenue, Suite N-501
Rye Brook, New York 10573
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (indirectly in A.R.C. and InfoHighway-VA as 100% owner of InfoHighway Communications Corporation)

Name: Eureka Broadband Corporation
Address: 800 Westchester Avenue, Suite N-501
Rye Brook, New York 10573
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (indirectly in A.R.C. and InfoHighway-VA as 100% owner of Eureka Holdings, LLC)

Name: Broadview Networks Holdings, Inc.
Address: 800 Westchester Avenue, Suite N-501
Rye Brook, New York 10573
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (indirectly in A.R.C. and InfoHighway-VA as 100% owner of Eureka Broadband Corporation)

Pre-Transaction Ownership of Broadview Networks Holdings, Inc.:

- 1) The following entities currently hold a ten percent (10%) or greater, direct or indirect equity interest in **Broadview Networks Holdings, Inc.**:

Name: Baker Capital⁶
Address: 540 Madison Avenue, 29th Floor
New York, New York 10022
Citizenship: U.S.
Principal Business: Investments
% Interest: Approx. 16.2% (indirectly in Broadview Holdings)

⁶ Baker Capital indirectly controls two funds, Baker Communications Fund II (QP), L.P. and Baker Communications Fund, L.P., which are both U.S. entities located at the same address as Baker Capital. Baker Communications Fund II (QP), L.P. directly owns approximately 10% of Broadview Networks Holdings. The General Partner of Baker Communications Fund II (QP), L.P. is Baker Capital Partners II, L.L.C., a U.S. limited liability company. No member of Baker Capital Partners II, L.L.C. holds more than 50% of Baker Capital Partners II, L.L.C.

Name: MCG Capital Corporation
Address: 1100 Wilson Boulevard
Suite 3000
Arlington, Virginia 22209
Citizenship: U.S.
Principal Business: Investments
% Interest: Approx. 50.9% (directly in Broadview Holdings)

Upon information and belief, no entity owns more than 10% of MCG Capital Corporation, a publicly traded corporation (Nasdaq: MCGC).

Post-Transaction Ownership of Broadview Networks Holdings, Inc.:

Following consummation of the Transaction, to the best of the Applicants' knowledge, the following entities and persons will directly or indirectly own 10% or more of the equity of **Broadview Networks Holdings, Inc.**

- 1) Name: MSD Credit Opportunity Fund, L.P.
Address: 645 Fifth Avenue, 21st Floor
New York, NY 10022
Citizenship: Delaware Limited Partnership
Principal Business: Investments
Percent Interest: Will hold an approximately 16% direct ownership interest in the equity of Broadview Networks Holdings, Inc.

- 2) Name: MSD Capital (GP) II, LLC
Address: c/o MSDC Management, L.P.
645 Fifth Avenue, 21st Floor
New York, New York 10022
Citizenship: Delaware Limited Liability Company
Principal Business: Investments
Percent Interest: Will hold an approximately 16% indirect ownership interest in the equity of Broadview Networks Holdings, Inc. in its capacity as the sole general partner of MSD Credit Opportunity Fund, L.P.

MSD Capital (GP) II, LLC is controlled by Glenn R. Fuhrman, John C. Phelan and Marc R. Lisker, all of whom are U.S. citizens. Messrs Fuhrman, Phelan and Lisker all are located c/o MSDC Management, L.P., 645 Fifth Avenue, 21st Floor, New York, New York 10022.

- 3) Name: Michael S. Dell
Address: 645 Fifth Avenue, 21st Floor
New York, NY 10022
Citizenship: U.S.

- Principal Business: Executive
Percent Interest: Will hold an approximately 10.6% indirect ownership interest in the equity of Broadview Networks Holdings, Inc. as a result of his limited partnership interests in MSD Credit Opportunity Fund, L.P., which are held through entities organized or formed in the United States.
- 4) Name: High River Limited Partnership
Address: 445 Hamilton Avenue, Suite 1210
White Plains, NY 10601
Citizenship: New York Limited Partnership
Principal Business: Investment
Percent Interest: Will hold an approximately 16% direct ownership interest in the equity of Broadview Networks Holdings, Inc.
- 5) Name: Hopper Investments LLC
Address: 445 Hamilton Avenue, Suite 1210
White Plains, NY 10601
Citizenship: Delaware Limited Liability Company
Principal Business: Investment
Percent Interest: Will hold an approximately 16% indirect ownership interest in the equity of Broadview Networks Holdings, Inc., as a result of it being the general partner of High River Limited Partnership.
- 6) Name: Barberry Corp.
Address: 445 Hamilton Avenue, Suite 1210
White Plains, NY 10601
Citizenship: Delaware Corporation
Principal Business: Investment
Percent Interest: Will hold an approximately 16% indirect ownership interest in the equity of Broadview Networks Holdings, Inc., as a result of it being the sole member of Hopper Investments LLC.
- 7) Name: Carl Icahn
Address: 767 5th Ave., 47th Floor
New York, NY 10153
Citizenship: U.S.
Principal Business: Individual
Percent Interest: Will hold an approximately 16% indirect ownership interest in the equity of Broadview Networks Holdings, Inc., as a result of it being the 100% owner of Barberry Corp.

Other than the foregoing, to the best of the Applicants' knowledge no other person or entity will directly or indirectly own 10% or more of the equity of Broadview Networks Holdings, Inc.

Applicants do not have any interlocking directors with a foreign carrier.

- (i) ***(Answer to Question 14)*** Broadview Holdings certifies that it is not a foreign carrier or affiliated with a foreign carrier.
- (j) ***(Answer to Question 15)*** Broadview Holdings certifies that it does not seek to provide international telecommunications services to any destination country where:
 - (1) An Applicant is a foreign carrier in that country; or
 - (2) An Applicant controls a foreign carrier in that country; or
 - (3) Any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or
 - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) Broadview Holdings certifies that it has not agreed to accept special concessions 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.
- (o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.
- (p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants are or are affiliated with any foreign carriers and none of

the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), apply.

VI. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Section 63.04(b) of the Commission's Rules, the Applicants submit the following information to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

- (a)(6) A description of the transaction is set forth in **Section III**, above.
- (a)(7) Broadview provides telecommunications service in the following jurisdictions: Alabama, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, the District of Columbia, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin, and Wyoming. In addition, Broadview-VA provides telecommunications services in Virginia. As described above, A.R.C., ATX, ATX-VA, Broadview NP, BridgeCom, Eureka, Eureka-VA, InfoHighway-VA, and TruCom are authorized to provide telecommunications services in multiple states, but these entities are not currently providing any telecommunications services.

Upon consummation of the Transaction, Applicants will be affiliated with Barberry Corp. and Carl Ichan which indirectly own XO Communications, LLC, an entity authorized by the Commission to provide interstate and international services and authorized to provide intrastate services in 49 states and the District of Columbia,⁷ and Nextlink Wireless, LLC, an entity authorized by the Commission to hold wireless licenses.⁸

To Applicants' knowledge, it will not be affiliated with any other telecommunications carriers.

- (a)(8) Although Applicants have not sought streamlined processing pursuant to Section 63.03, immediately following the transaction, Broadview Holdings and its Affiliates will have a market share in the interstate, interexchange market of less than 10 percent, and Broadview Holdings and its Affiliates will provide

⁷ See File No. ITC-T/C-20120612-00154 (dated June 11, 2012); WC Docket Nos. 11-155 and 156 (dated September 20, 2011).

⁸ See File Nos. 0005277181 and 0005277244 (dated June 25, 2012).

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 or their Affiliates are dominant with respect to any service.

- (a)(9)** By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to this transaction.
- (a)(10)** Prompt completion of the proposed transaction is critical to ensure that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transaction as soon as possible.
- (a)(11)** Not applicable.
- (a)(12)** A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV** above.

VII. 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. Applicants respectfully request streamlined treatment to permit Applicants to complete the transaction as soon as possible.

Respectfully submitted,



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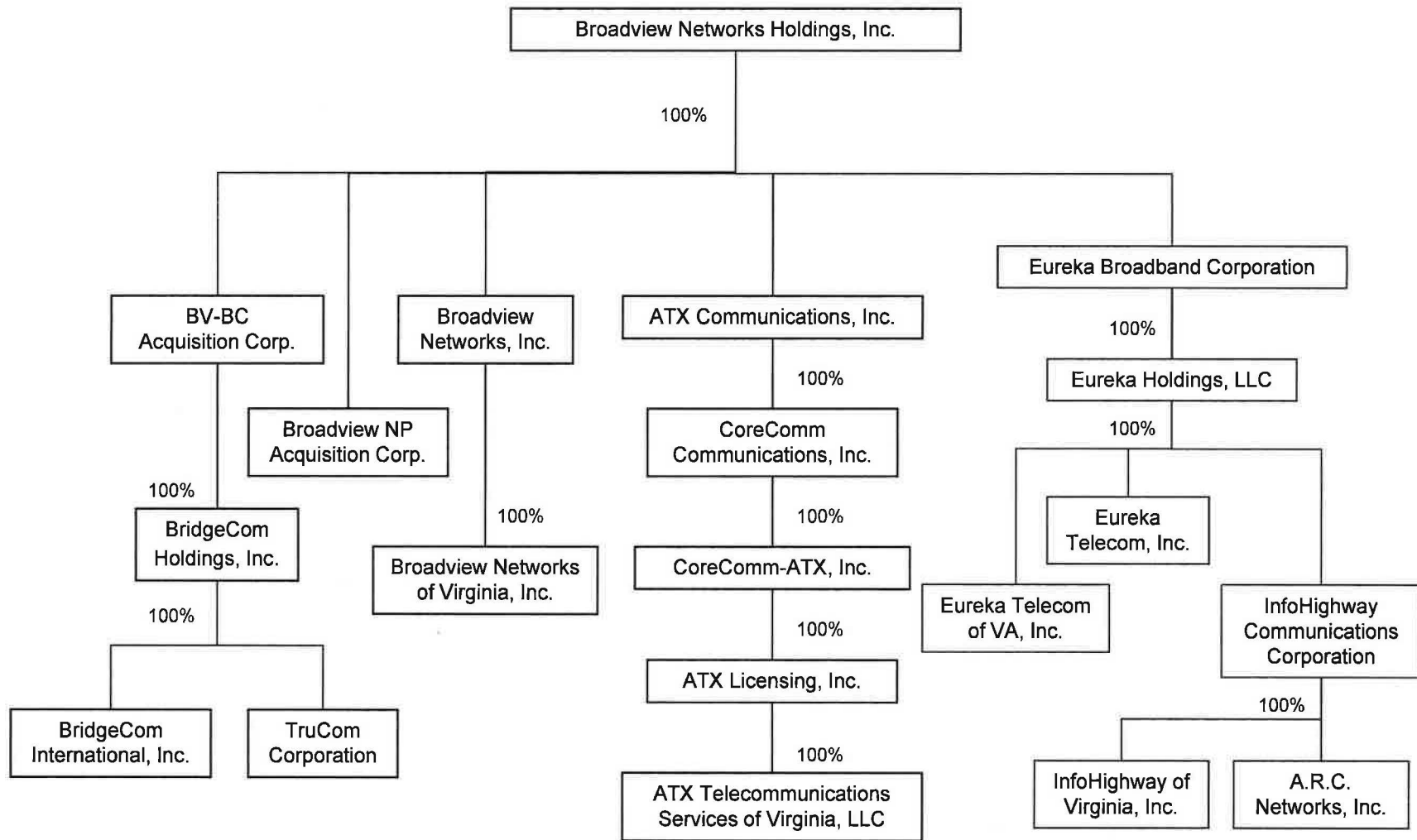
Counsel for Applicants

Dated: September 14, 2012

EXHIBIT A

Corporate Structure of Broadview Holding

Corporate Ownership Structure



VERIFICATION

I, Charles C. Hunter, state that I am the Executive Vice President and General Counsel of Broadview Networks Holdings, Inc.; that I am authorized to make this Verification on behalf of Broadview Networks Holdings, Inc. and its operating subsidiaries; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Broadview Networks Holdings, Inc. and its operating subsidiaries are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 14 day of September, 2012.



Charles C. Hunter
Executive Vice President and General Counsel
Broadview Networks Holdings, Inc.