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April 18, 2002

Gary E. Vigorito
Secretary
Public Utilities Commission of Ohio
180 East Broad Street, 10th Floor
Columbus, Ohio 43215-3793

02-946-CT-ATR

Re: Application For Expedited Approval of (i) the Transfer of Certain Assets, Including the Customer Base, of Network Plus, Inc. To Broadview NP Acquisition Corp. d/b/a Broadview Net Plus and (ii) the Discontinuance of Telecommunications Services in Ohio by Network Plus, Inc.
Case No.

Dear Mr. Vigorito:

Enclosed for filing with the Public Utilities Commission of Ohio ("Commission") please find an original and seven (7) copies of Network Plus, Inc. ("Network Plus") and Broadview NP Acquisition Corp. d/b/a Broadview Net Plus ("Broadview")'s 563 registration form through which the Applicants seeks expedited approval of (i) the transfer of certain assets, including the customer base, of Network Plus to Broadview and (ii) the discontinuance of telecommunications services in Ohio by Network Plus.

Also enclosed, is a duplicate copy of this filing and a self-addressed, postage-paid envelope. Please date-stamp the duplicate upon receipt and return it in the envelope provided.

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business
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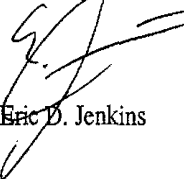
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KELLEY DRYE & WARREN LLP

Gary E. Vigorito
Secretary
April 18, 2002
Page Two

Please do not hesitate to contact the undersigned at the above-referenced number should you have any questions concerning this matter.

Sincerely,

A handwritten signature in black ink, appearing to be "E. Jenkins", written over the printed name.

Eric D. Jenkins

Enclosures

PUBLIC UTILITIES COMMISSION OF OHIO

PUBLIC COMPETITIVE TELECOMMUNICATIONS SERVICE PROVIDER
563 REGISTRATION FORM
ISSUED: December 21, 1995

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PUCO

In the Matter of the Joint Application of

NETWORK PLUS, INC.

and

BROADVIEW NP ACQUISITION CORP.

D/B/A BROADVIEW NET PLUS

)
)
) Case No. 02-946-CT-ATR
)
)
)

Name of Registrant NETWORK PLUS, INC.

Registrant's Address 41 Pacella Park Drive, Randolph, MA 02368

Contact Person Lisa Korner Butler Phone- (781) 473-2977

Date April 18, 2002 TRF Docket No. --CT-TRF

and

Name of Registrant BROADVIEW NETWORKS, INC.

Registrant's Address 400 Horsham Road, Horsham, Pennsylvania 19044

Contact Person Rebecca H. Sommi Phone- (215) 293-8715

Date April 18, 2002 TRF Docket No. --CT-TRF

1. Indicate the reason for submitting this form (check only one) (NOTES: 1. If a waiver is filed in conjunction with an automatic case, see I.D.2.b. of the 563 guidelines for the applicable automatic time frame; and 2. The number of copies noted below must be accompanied by an original filing. Facsimiles are not acceptable.):

- ☐ 1. (ABN) Withdrawal or Abandonment of all Services (14-day notice, 13 copies)
- ☐ 2. (ACE) New Operating Authority (30-day approval, 10 copies)
 - ☐ IXC ☐ AOS ☐ CAP ☐ Cellular ☐ Paging
 - ☐ Other _____
- ☐ 3. (AMT) Merger (14-day notice, 13 copies)
- ☒ 4. (ATR) Transfer or Transaction Affecting Operating Authority (14-day notice, 7 copies)
- ☐ 5. (ARJ) All Other Requests for Relief from Jurisdiction (NOT automatic, 10 copies)
- ☐ 6. (MTW "Me Too" Waiver (30-day approval, 10 copies)
- ☐ 7. (RRJ) Interexchange Switchless Rebiller Request for Relief from Jurisdiction (30-day approval, 10 copies)
- ☐ 8. (WVR) Request for Waiver from Portion(s) of 563 pursuant to I.D.3. of the 563 guidelines. (NOT automatic, 10 copies)
- ☐ 9. (ZAC) Contract (0-day notice, 10 copies)
- ☐ 10. (ZCN) Change of Name (0-day notice, 10 copies)

- ☐ 11. (ZCO) Change in Ownership (0-day notice, 10 copies)
- ☐ 12. (ZTA) Introduction of new tariffed service(s), textual revision, correction of error, addition of service area(s), etc. (0-day notice, 10 copies)
- ☐ 13. (UNC) Unclassified (explain) _____ (NOT automatic, 10 copies)
- ☐ 14. Other (explain): (NOT automatic, 10 copies)

THE FOLLOWING ARE TRF FILINGS ONLY, NOT NEW CASES (0-day notice, 3 copies)

- ☐ 15. Introduction of Extension of Promotional Offering
- ☐ 16. New Price List Rate for Existing Service
- ☐ 17. Designation of Registrant's Process Agent(s)

II. Indicate which of the following exhibits have been filed. The numbers (corresponding to the list above) indicate, at a minimum, the types of cases of which the exhibit is required:

- ☐ A copy of registrant's proposed informational tariffs. (2)
- ☐ Statement affirming that the registrant has notified the Ohio Department of Taxation of its intent to conduct operations as a telephone utility in the State of Ohio. (2)
- ☒ List of names, addresses, and phone numbers of officers and directors, or partners. (2-4)

Please see Exhibit A

- ☐ Brief description of service(s) proposed, as well as the targeted market(s). (2)

- ☒ Copy of tariff sheet(s) & price list(s) superseded, marked as Exhibit A. (1,3-4,6,8,10,12-16)

Please see Exhibit B Section VI.

- ☒ Copy of revised tariff sheets & price lists, marked as Exhibit B. (1,3-4,6,8,10,12-16)

Please see Exhibit B Section VI.

- ☐ If increase to residential MTS, DA, or traditional operator surcharges, specify which notice procedure will be utilized: _____ real time; or _____ annual. (12,16)

- ☒ Copy of real time notice which has been provided to customers. (1,3,10-12,16)

Please see Exhibit C.

- ☐ Copy of annual notice which will be sent to customers is: _____ included with this filing; or will be filed with the Commission _____ (month) _____ (year). (16)

- ☐ Description of and rationale for proposed tariff changes, including a complete description of the service(s) proposed or affected. Specify for each service affected whether it is business _____, residence _____, or both _____ as well as whether it is a switched _____ or dedicated _____ service. Include this information in either the cover letter or label as "Exhibit C". (3,6,8,12-15)

- ☐ Delineation of any deaveraged message toll service, if applicable. (6,12-16)

- ☒ Statement explaining rationale for proposal. (1,3-5,10-11)

Please see Exhibit B.

- ☒ List of Ohio counties specifically involved or affected (1-6,8,10,16)

Please see Exhibit D.

- ☒ Certification from Ohio Secretary of State as to party's proper standing (domestic or foreign corporation, authorized use of fictitious name, etc.). (2-4,7,10) (In transfer of certificate cases, the transferee's good standing must be established).

Please see Exhibit E.

- ☐ Justification for waiver of specific element(s) of 563. (6,8)
- ☐ Responses to questions contained in Appendix A, Attachment 4 to the 563 guidelines (7)
- ☐ For radio common carriers, a statement affirming that registrant has obtained all necessary federal authority to conduct operations being proposed, and that copies have been furnished by cellular, paging, and mobile companies to this Commission of any Form 401, 463, and/or 489 which the applicant has filed with the Federal Communications Commission. (2-4)
- ☐ Other information requested by the Commission staff.

- III. Registrant hereby attests to its compliance with the following requirements in the Service Requirements Form, as well as all pertinent entries and orders issued by the Commission with respect to these issues. Further, registrant hereby affirms that it will maintain with its TRF docket an up-to-date, properly marked, copy of the Service Requirements Form available for public inspection.

Mandatory requirements for all CTS providers:

- ☒ Sales tax
- ☒ Deposits

Service requirements for CTS providers of certain services (check all applicable):

- ☐ Discounts for Persons with Communication Disabilities and the Telecommunication Relay Service
- ☐ Emergency Services Calling Plan
- ☐ Alternative Operator Service (AOS) requirements
- ☐ Limitation of Liability
- ☐ Termination Liability Language

- IV. List names, titles, and addresses of those persons authorized to make and/or verify filings at the Commission on behalf of the registrant:

For Network Plus

Lisa Korner Butler
Vice President – Regulatory and Industry Relations
NETWORK PLUS, INC.
41 Pacella Park Drive
Randolph, MA 02368
(781) 473-2977 (telephone)
(781) 473-3972 (facsimile)

For Broadview


Rebecca H. Sommi
BROADVIEW NETWORKS, INC.
400 Horsham Road
Horsham, Pennsylvania 19044
(215) 293-8715 (telephone)
(215) 293-8750 (facsimile)

NOTE: An annual report is required to be filed with the Commission by each company on an annual basis. The annual report form will be sent for completion to the address and individual(s) identified in this Section unless another address or individual is so indicated.

VERIFICATION

(name and title)

I, Kenneth A. Shulman verify that I have utilized, verbatim, the Commission's 563 Registration Form issued December 21, 1995 and that all of the information submitted here, and all additional information submitted in connection with Case No. _____ - _____ -CT- _____ is true and correct to the best of my knowledge.


(Signature)* (Date)

* A verification is required for every filing. It may be signed by counsel or a process agent designated by the Registrant, except that initial certification cases (ACE) must be signed by an officer of the registering entity.

Send your completed Registration Form, including all required attachments as well as the required number of copies, to:


Public Utilities Commission of Ohio
Attention: Docketing Division
180 East Broad Street
Columbus, OH 43215-3793

Conup to S. Butell
My Commission Exp: 9-6-02

VERIFICATION

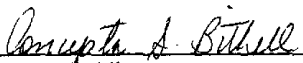
I, Nate Arnett, am Assistant Restructuring Officer of Network Plus, Inc. and am authorized to represent them and their affiliates, and to make this verification on their behalf. The statements in the foregoing document relating to these companies and their affiliates, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.



Title: ARO

Subscribed and sworn to before me this 8 day of
April, 2002.



Notary Public

My Commission expires: 9-6-2002

EXHIBIT A

Resumes of Senior Management

Vern M. Kennedy serves as President and Chief Executive Officer and is a director of the Company. Mr. Kennedy is a founder of Coaxicom and conceived, designed and developed Coaxicom's proprietary systems and technologies. As one of NYNEX's most innovative executives, Mr. Kennedy was responsible for the activities of operational and staff units consisting of up to 70 middle managers and 500 craftspeople. Among his accomplishments at NYNEX, Mr. Kennedy, i) developed and staffed a strategic Business Account Center which gave NYNEX its first 100% performance rating from top priority accounts, ii) managed the transition of the entire Long Island market from an operating division to a \$1.2 billion SBU, and iii) was responsible for improved service performance ratings in conjunction with a \$75 million income improvement plan. Mr. Kennedy holds a BS with Honors in Electrical Engineering and Computer Science from Princeton University and an MBA with Honors from New York University.

Joel D. Gross serves as Chief Financial Officer. Before joining Broadview Networks, Mr. Gross was vice president of corporate strategy and business development for AT&T. In this position, he worked on strategic issues and led business development projects, including acquisitions and joint ventures that enhanced the company's capabilities and its competitive position in the marketplace. Previously, Mr. Gross was senior vice president of corporate development for TCG from 1993 to 1998 and was responsible for long-term financial planning and new market and product development, Mr. Gross communications. While serving as a vice president of research and a securities analyst with DLJ, he frequently shared his views on industry issues with the news media and was elected to Institutional Investor's All-America Research Team six times. He began his investment tenure in a similar position with Dean Witter Reynolds. Prior to his Wall Street experience, Mr. Gross rose through the management ranks of AT&T's long-distance business from 1978 to 1985. Mr. Gross received a B. S. degree in economics from Rutgers University and an M. B. A. in marketing and finance from Penn State, both with honors.

Kenneth A. Shulman serves as Chief Technology Officer. In this role, he is responsible for the architecture, technology, standards and evolution plans for the company's integrated communications networks and services. Shulman has 25 years of leadership experience in communications technology. He previously served as vice president of local network technology for AT&T, a position he assumed when AT&T acquired Teleport Communications Group (TCG) in 1998. From 1987 to 1998, Shulman held officer positions with TCG, including senior vice president and chief technology officer. Earlier, he was director of systems engineering for MCI International. Before that, Shulman specialized in network planning with Bell Communications Research (Bellcore) and Bell Laboratories. He holds a B.S. in electrical engineering from the State University of New York at Stony Brook, an M.S. in electrical engineering from the University of Rochester, and an M.B.A. from The Wharton School. Shulman serves on advisory boards of Alidian Networks, Baker Capital, Baypackets, Kestrel Systems, Mahi Networks and Vivace Networks.

Terrence J. Anderson serves as Executive Vice President -Strategy and Business Development and is a director of the Company. Prior to founding Coaxicom, Mr. Anderson served as a Vice President in the Media and Telecommunications -Corporate Finance Group of Chemical Bank where he was responsible for originating and executing transactions and financing for a diverse telecommunications and media customer base including most of the largest cable MSOs. Mr. Anderson holds an AB in Economics from Princeton University and an MBA with Honors from Columbia University.

The above officers and directors can be contacted at the following address:

**BROADVIEW NET PLUS
400 Horsham Road
Horsham, Pennsylvania 19044
(215) 293-8715 (telephone)
(215) 293-8750 (facsimile)**

EXHIBIT B

Statement Explaining Rationale for Proposal

I. INTRODUCTION

Network Plus, Inc. ("Network Plus") and Broadview NP Acquisition Corp. d/b/a Broadview Net Plus ("Broadview", and together with Network Plus, the "Applicants"), through their undersigned counsel and pursuant to Case No. 89-563-TP-COI, hereby respectfully request that the Public Utilities Commission of Ohio ("Commission") grant authority to the Applicants to consummate a transaction arising out of Network Plus's Chapter 11 bankruptcy proceeding which will enable Network Plus's current customers to be transferred to Broadview (or another carrier of their choice) without interruption of service.¹

Pursuant to the terms of the transaction approved on March 20, 2002 by the Bankruptcy Court, Broadview is acquiring certain assets of Network Plus, including most of its customer accounts and contracts and, where applicable, Network Plus's state telecommunications authorizations (the "Transaction"). Accordingly, Applicants request that the Commission approve the transfer of Network Plus's customers to Broadview. By separate application that will be filed in the next several days, Broadview will request authority to provide resold interexchange telecommunications services in Ohio and will provide service to the former Network Plus customers under this new authorization. Broadview is acquiring the assets, not the stock of Network Plus, so upon completion of the Transaction, Network Plus will no longer be providing telecommunications services in Ohio, and therefore, Network Plus requests authority

¹ Network Plus filed for bankruptcy protection on February 4, 2002 with the U.S. Bankruptcy Court for Delaware, and has been operating under the protection of Chapter 11 of the United States Bankruptcy Code (Case No. 02-10341). A Sale Order approving the transaction covered by this application was entered by the Court on March 20, 2002.

to discontinue the provision of telecommunications services upon the transfer of its customers to Broadview.

The Applicants respectfully request *expedited* treatment and consideration of this Application because Network Plus's customers currently are continuing to receive service from Network Plus only for an interim period. Upon the expiration of the transition period, Network Plus will shut down and customers not already migrated to Broadview would lose service. In order to avoid such a service interruption, the Applicants respectfully request that the Commission grant all relief sought herein on or before June 30, 2002.

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

II. PARTIES TO THE TRANSACTION

A. Network Plus

Network Plus, Inc. is a Massachusetts corporation with its principal place of business at 41 Pacella Park Drive, Randolph, MA 02368. Network Plus is a wholly owned operating subsidiary of Network Plus Corp., a Delaware corporation with principal offices also located at 41 Pacella Park Drive, Randolph, MA 02368. Network Plus is a facilities-based communications provider offering a comprehensive suite of broadband data, telecommunications and data hosting services. Network Plus provide communications services primarily to business customers located on the East Coast of the United States. Its services include local exchange service, long distance service, both broadband and narrowband Internet, and private line data services, web server, and managed server hosting services. Network Plus offers these services from a single company on a single bill directly to its customers.

Network Plus currently is authorized to provide interexchange services virtually nationwide and local exchange services in 17 states and the District of Columbia, including

Ohio. In Ohio, Network Plus is authorized to provide resold interexchange telecommunications services pursuant to operating authority granted by the Commission Case No. 92-1159-TP-ACE.

B. Broadview

Broadview NP Acquisition Corp. d/b/a Broadview Net Plus is a Delaware corporation incorporated on September 5, 2000, as Broadview Networks Funding, Inc. On March 5, 2002, its name was changed to Broadview NP Acquisition Corp. Broadview is located at 59 Maiden Lane, 27th Floor, New York, New York 10038. As noted above, Broadview is applying for authority to provide resold interexchange telecommunications services in Ohio so that it can serve the current customers of Network Plus. Broadview is a wholly owned subsidiary of Broadview Networks Holdings, Inc., a corporation that was originally incorporated in New York in March 1996 and converted to a Delaware corporation in July 1998. Its principal office and place of business is also located at 59 Maiden Lane, 27th Floor, New York, New York 10038.

Broadview Networks Holdings, Inc. has another wholly owned operating subsidiary located at the same address, Broadview Networks, Inc., a New York corporation incorporated in June 1991 and currently authorized to provide telecommunications services in 17 states. Broadview Networks, Inc. is an electronically integrated communications provider, or e-ICP, that offers high-speed Internet access and services using digital subscriber line, or DSL, technology, data services, and local, long distance, and international voice service to small and medium-sized businesses, small office/home office customers, and communications-intensive residential consumers in the northeastern region of the United States. Broadview Networks, Inc. is certificated to provide local and interexchange services in 19 states, including Ohio. In Ohio, Broadview Networks, Inc. is authorized to provide local exchange service and interexchange service pursuant to Certificate No. 90-9190 granted by the Commission on May 18, 2001 in Case

No. 01-588-TP-ACE. An organizational chart showing the structure of the company upon completion of the Transaction is appended hereto as *Exhibit F*.

III. DESIGNATED CONTACTS

The designated contacts for this Application are:

For Network Plus

Lisa Korner Butler
Vice President – Regulatory and Industry Relations
NETWORK PLUS, INC.
41 Pacella Park Drive
Randolph, MA 02368
(781) 473-2977 (telephone)
(781) 473-3972 (facsimile)

For Broadview

Rebecca H. Sommi
BROADVIEW NETWORKS, INC.
400 Horsham Road
Horsham, Pennsylvania 19044
(215) 293-8715 (telephone)
(215) 293-8750 (facsimile)

with copies to:

Brad E. Mutschelknaus
Eric D. Jenkins
KELLEY DRYE & WARREN LLP
1200 19th Street, N.W., Fifth Floor
Washington, D.C. 20036
(202) 887-1254 (telephone)
(202) 955-9792 (facsimile)

IV. BACKGROUND TO THE TRANSACTION

After its inception in 1990, Network Plus grew quickly and enjoyed early success. The sudden collapse of the capital markets for technology companies, as exacerbated by the tragic events of September 11, 2001, however, unexpectedly denied Network Plus continued access to the capital necessary for the continued operation and expansion of its business. As a result, on

February 4, 2002, Network Plus filed a petition pursuant to Chapter 11 of the U.S. Bankruptcy Code seeking the protection of the U.S. Bankruptcy Code for Delaware while Network Plus would attempt to reorganize. Although the bankruptcy filing temporarily relieved Network Plus from its debt payment obligations, Network Plus was able to raise only a limited amount of debtor-in-possession financing, and therefore had to pursue a sale strategy on an expedited basis. After intensive negotiations, Network Plus and Broadview agreed that Broadview would acquire substantially all of Network Plus's telecommunications assets and the authorizations and existing customer base associated therewith.² After hearings on March 13 and 15, 2002, the Bankruptcy Court entered a Sale Order on March 20, 2002 authorizing Network Plus to execute an Asset Purchase Agreement to sell certain assets to Broadview, to enter a Management Agreement with Broadview to assure continued service to Networks Plus's customers while necessary regulatory approvals are obtained, and, upon obtaining such approvals, to transfer its regulatory authorizations and customers to Broadview. It is significant that the participants in this proceeding included not only Network Plus, its creditors (including various RBOCs and other carriers) and Broadview, but also representatives of the Massachusetts Department of Telecommunications and Energy, the New York Public Service Commission, and the Federal Communications Commission ("FCC").

The Sale Order specifies (para. 2) that Network Plus and Broadview shall have only *180 days* to obtain federal and state regulatory approval and complete the Transaction. To assure continuity of service to Network Plus's customers, the Management Agreement provides for

² Some existing resold interexchange customers will not be transferred to Broadview. These customers received notice as required by law on April 8, 2002, to permit them to transfer to another carrier. This notice complied with the FCC's rules for discontinuing service pursuant to Section 63.71 of the FCC's rules.

Broadview to provide management services to Network Plus and to fund its continued operations while the approvals are obtained. Upon completion of the federal and individual state approval processes, Network Plus's state authorizations (where appropriate) and its customers will be transferred to Broadview except for those choosing to designate another carrier. Also, pursuant to the Sale Order, certain physical assets of Network Plus, including switches and installed fiber, were sold to Broadview on March 22, 2002, as part of the initial closing in order to secure the funds required to pay the creditors in the proceeding in accordance with the Sale Order. Those assets, however, will continue to be used to provide service to Network Plus's customers as needed. In the event that the Commission deems that, despite the Sale Order and Network Plus's bankruptcy status, its approval is required for the sale of such assets, it is respectfully requested that the Commission grant such approval *nunc pro tunc*.

V. TRANSFER OF NETWORK PLUS CUSTOMERS

Following completion of the Transaction, Broadview will provide resold interexchange telecommunications services to the former customers of Network Plus. To ensure a seamless transition and avoid customer confusion or inconvenience, Applicants gave written notice to the affected Network Plus customers on April 16, 2002, at least thirty (30) days prior to the transfer, explaining the change in service provider in accordance with applicable FCC and state requirements for changing a customer's presubscribed carrier. A copy of the notification letter that will be sent to the affected Network Plus customers is appended hereto as *Exhibit C*. Moreover, as described below, Broadview will continue Network Plus's rates and service arrangements for the Network Plus customers it is acquiring. Thus, Network Plus customers will not experience any change in their rates and service arrangements. As a result, the proposed

transfer of customers will be virtually transparent to Network Plus's Ohio customers in terms of rates, terms, and conditions of services.

Broadview has the requisite technical and managerial qualifications to provide telecommunications services in Ohio. As noted above, Broadview Networks, Inc. already is authorized to provide service in Ohio.

VI. ADOPTION OF NETWORK PLUS'S EXISTING TARIFF

In connection with the transfer of Network Plus's authorization to Broadview, the Applicants also request that Broadview be allowed to adopt Network Plus's existing tariff, (Hale and Father Company (Network Plus, Inc.) Tariff P.U.C.O. No. 1), subject only to a minor name change to reflect the new name of the issuing carrier. None of the rates, terms, and conditions in Network Plus's existing tariff will change at this time. Except for the name change, the adoption of Network Plus's tariff by Broadview will be virtually transparent to the customers. Broadview respectfully requests that its adopted tariff be allowed to take effect immediately upon filing to avoid any gap in service to customers.

VII. DISCONTINUANCE OF SERVICE

As noted previously, upon completion of the Transaction, Network Plus will no longer be providing local exchange or interexchange services in Ohio and Network Plus, therefore, requests that the Commission grant it authority to discontinue service upon the transfer of its customers to Broadview. In Ohio, Network Plus has approximately 175 customers. In addition, Network Plus respectfully requests that it be permitted to withdraw its telecommunications authorization and tariff.

The Applicants are complying with the Commission's regulations relating to discontinuance of service and transfers of customer base and, as noted above, provided notice of

the discontinuance and transfer of service to the affected Network Plus customers on April 16, 2002.³ A copy of the notification letter giving affected Network Plus customers at least thirty (30) days to select another carrier of their choice, is attached hereto as *Exhibit C*.⁴

VIII. PUBLIC INTEREST CONSIDERATIONS AND REQUEST FOR EXPEDITED PROCESSING

The Applicants respectfully submit that the Transaction serves the public interest. In particular, Applicants submit that: (1) the Transaction will eliminate the threat of disruption of service to existing Network Plus customers, who stand at risk of losing service due to Network Plus's financial condition; and (2) the Transaction will increase competition in the Ohio telecommunications market by strengthening Broadview's position as an effective and multifaceted telecommunications carrier.

As discussed above, Network Plus currently is in bankruptcy, with financing for only a limited period. This situation places existing Network Plus customers, who depend on Network Plus for their telecommunications service, at risk of service interruption. If Network Plus is unable to transfer its customers and operations to Broadview in a timely manner, Network Plus may be unable to prevent the loss of service to Ohio consumers and other harms attendant to the loss of service. Grant of this application, however, will serve the public interest by permitting uninterrupted service to existing Network Plus customers.

³ The exact date for actual discontinuance of Network Plus's service cannot be determined at this time as it is subject to obtaining regulatory approvals for the proposed Transaction.

⁴ This customer notification complies with the FCC's requirements for changing a customer's presubscribed carrier pursuant to section 64.1120(e) of the FCC's rules and for discontinuing service pursuant to section 63.71 of the FCC's rules.

As the Commission is acutely aware, Network Plus is not alone in suffering recent financial hardship, which has plagued virtually the entire competitive carrier community. Recent bankruptcy filings by carriers, such as Teligent, e.spire, Winstar, ICG, NorthPoint, and Net2000, coupled with numerous service discontinuance notifications/applications by countless other carriers, along with a general reduction in consumption of telecommunications services caused by unfavorable economic conditions, have eliminated a large number of new entrant competitors in the telecommunications market. Other new entrants have reported that negative economic factors have caused them to scale back the scope of their operations or cease offering new service entirely. In view of this, grant of this Application will serve the public interest by enabling Broadview to expand its operations in a cost-effective manner, thereby enhancing its competitive position and ability to provide high-quality services at more competitive rates to Ohio consumers. By permitting Broadview to strengthen its competitive position and accelerate its entry to additional markets, the proposed transaction will expand competitive choices for U.S. telecommunications customers, including customers in Ohio.

The Applicants emphasize that, following the transfer, the former Network Plus customers will continue to receive services from an experienced and qualified carrier, which will be consistent with the quality of services currently provided by Network Plus. Further, these customers will be sufficiently notified of the Transaction and their rights. Hence, the public interest will be served by Broadview's provision of services to the transferred Network Plus customers.

In sum, grant of this Application will serve the public interest by eliminating the threat of service interruption to Network Plus customers and by furthering competition in the Ohio telecommunications market, as a result of the strengthened competitive position of Broadview.

Applicants desire to complete the proposed transaction as quickly as possible to avoid any interruption of service or inconvenience to Network Plus's customers. To that end, Applicants respectfully request that the Commission expedite the processing and grant of approval of this Application as soon as possible.

IX. CONCLUSION

For the foregoing reasons, the Applicants respectfully request that the Commission grant approval for the transfer of its customers from Network Plus, Inc. to Broadview NP Acquisition Corp. d/b/a Broadview Net Plus. And, in the event that the Commission determines it appropriate, the *nunc pro tunc* approval of the transfer of certain other assets from Network Plus to Broadview. Applicants further request that the Commission likewise approve the adoption by Broadview of Network Plus's existing tariff; and Network Plus's request to abandon service and withdraw its authorization and tariff once its customers have been fully transferred to Broadview. Applicants respectfully request that the authorizations sought in this application be granted on an expedited basis in order to avoid any interruption of service or inconvenience to Network Plus's customers in Ohio and to comply with the order of the Bankruptcy Court. Specifically, the Applicants respectfully request that the Commission grant all relief requested herein on or before June 30, 2002.

EXHIBIT C

Customer Notification



Important Notification:

In compliance with regulatory requirements, we are providing you with the following information. We are requesting approval from regulatory bodies to transfer your account and services from the old Network Plus entity, which is discontinuing service, to the new combined Network Plus and Broadview Networks entity, which will continue to provide you with your telecommunications services. This process will be neither service affecting nor will there will be any fees applied in connection with the transfer to the new combined entity. Your telephone numbers, features, price plans and services will all remain in effect. **NO ACTION ON YOUR PART IS REQUIRED.**

The FCC requires the following notice be provided:

The FCC will normally authorize this proposed discontinuance of service unless it is shown that customers would be unable to receive service or a reasonable substitute from another carrier or that the public convenience and necessity is otherwise adversely affected. If you wish to object, you should file your comments within 15 days after receipt of this notification. Address them to the Federal Communications Commission, Washington, D.C. 20554, referencing the § 63.71 Application of Network Plus Corp. Comments should include specific information about the impact of the proposed discontinuance upon you or your company, including any inability to acquire reasonable substitute service.

If you have placed a "freeze" on your Network Plus local or long distance services to prevent their unauthorized transfer to another carrier, it will be lifted in order to implement the transfer. At your request, we can reestablish freeze protection for you after the transfer.

We realize you have a choice of telecommunications carriers, but we're confident you'll find that remaining our customer is the smart choice to meet your needs. You always have the option of selecting another carrier if one is available. To keep your service with the combined Network Plus and Broadview Networks entity you do not need to take any action. We anticipate that the date for the transfer may be as soon as 35 days from the date of this letter or as soon thereafter as the necessary regulatory approvals are obtained.

We thank you for your patience through this process and we appreciate your continued trust in us to provide you with the highest value of competitive telecommunications services.

Please note the following:

- For all questions, billing requests, repairs or service needs including complaints, please continue to dial 1-800-230-6000 to reach your Network Plus service representative.
- When the transfer is complete, Broadview Networks will continue to provide you with all of the features, terms and conditions of service, and current rates that you enjoy today.
- Notice of any future changes in rates, terms and conditions of service will be provided to you as required by law.
- If you have any questions about this process or about Broadview Networks in general, please call 1-877-219-6401, or visit our website at www.broadviewnet.com (NOTE, THE BROADVIEW NETWORKS REPRESENTATIVES WILL NOT HAVE ACCESS TO YOUR ACCOUNT INFORMATION UNTIL THE CHANGE OF OWNERSHIP IS COMPLETE. FOR BILLING, REPAIR AND SERVICE REQUESTS, PLEASE CONTINUE TO DIAL 1-800-230-6000 TO REACH YOUR NETWORK PLUS SERVICE REPRESENTATIVE).

As our valued customer, we thank you for your business!

DC01/CONWM/179564.1

EXHIBIT D

List of Ohio Counties Specifically Involved or Affected

ADAMS	HANCOCK	OTTAWA
ALLEN	HARDIN	PAULDING
ASHLAND	HARRISON	PERRY
ASHTABULA	HENRY	PICKAWAY
ATHENS	HIGHLAND	PIKE
AUGLAIZE	HOCKING	PORTAGE
BELMONT	HOLMES	PREBLE
BROWN	HURON	PUTNAM
BUTLER	JACKSON	RANKLIN
CARROLL	JEFFERSON	RICHLAND
CHAMPAIGN	KNOX	ROSS
CLARK	LAKE	SANDUSKY
CLERMONT	LAWRENCE	SCIOTO
CLINTON	LICKING	SENECA
COLUMBIANA	LOGAN	SHELBY
COSHOCTON	LORAIN	STARK
CRAWFORD	LUCAS	SUMMIT
CUYAHOGA	MADISON	TRUMBULL
DARKE	MAHONING	TUSCARAWAS
DEFLANCE	MARION	UNION
DELAWARE	MEDINA	VAN WERT
ERIE	MEIGS	VINTON
FAIRFIELD	MERCER	WARREN
FAYETTE	MIAMI	WASHINGTON
FULTON	MONROE	WAYNE
GALLIA	MONTGOMERY	WILLIAMS
GEAUGA	MORGAN	WOOD
GREENE	MORROW	WYANDOT
GUERNSEY	MUSKINGUM	
HAMILTON	NOBLE	

EXHIBIT E

**State Foreign Corporation Qualification of Broadview NP
Acquisition Corp. d/b/a Broadview**

To be Late-Filed

EXHIBIT F

Corporate Organizational Chart

