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ORIGINAL

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07-225-TP-ALD

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RECEIVED-DOCKETING DIV

February 28, 2007

By Overnight Mail

Renee J. Jenkins, Director of Administration
Docketing Department
Public Utilities Commission of Ohio
180 E. Broad St.
Columbus, OH 43215-3793

**Re: Joint Application of Eureka Broadband Corporation, A.R.C. Networks, Inc.
and Broadview Networks Holdings, Inc. to Transfer Control of A.R.C.
Networks, Inc.**

Dear Ms. Jenkins:

Eureka Broadband Corporation, A.R.C. Networks, Inc., and Broadview Networks Holdings, Inc., enclosed for filing with the Commission are an original and ten (10) copies of the above-referenced Joint Application.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned at (202) 373-6000.

Respectfully submitted,

Brett P Ferenchak

Catherine Wang
Brett P. Ferenchak

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.
Technician *AW* Date Processed *3-1-07*

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The Public Utilities Commission of Ohio
TELECOMMUNICATIONS APPLICATION FORM

(Effective: 10/01/2004)

(Pursuant to Case Nos. 99-998-TP-COI and 99-563-TP-COI)

In the Matter of the Application of Eureka Broadband Corporation)
A.R.C. Networks, Inc. and Broadview Networks Holdings, Inc.)
to transfer control of A.R.C. Networks, Inc.)

Case No. 07 - 225 - TP - ACU

Name of Registrant(s) A.R.C. Networks ("A.R.C.")

DBA(s) of Registrant(s) _____

Address of Registrant(s) 175 Pinelawn Road, Suite 408, Melville, New York 11747

Company Web Address www.infohighway.com

Regulatory Contact Person(s) Adam Lewis Phone (212) 404-5179 Fax (212) 404-5199

Regulatory Contact Person's Email Address alewis@infohighway.com

Contact Person for Annual Report Adam Lewis Phone (212) 404-5179

Consumer Contact Information Ross Artale Phone (212) 404-5330

Date February 28, 2007 TRF Docket No. _____ - TP-TRF or _____ - TP-ACE

Motion for protective order included with filing? ☐ Yes ☒ No

Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: waiver(s) tolls any automatic timeframe]

Company Type (check all applicable): ☒ CTS (IXC) ☐ ILEC ☒ CLEC ☐ CMRS ☐ AOS

☐ Other (explain) _____

NOTE: This form must accompany all applications filed by telecommunication service providers subject to the Commission's rules promulgated in Case No. 99-998-TP-COI, as well as by ILECs filing an ARB or NAG case pursuant to the guidelines established in Case No. 96-463-TP-UNC. *It is preferable **NOT** to combine different types of filings, but if you do so, you must file under the process with the longest applicable review period.*

I. Please indicate the reason for submitting this form (check one)

- ☐ 1 (AAC) Application to Amend Certificate by a CLEC to modify Serving Area (0-day notice, 7 copies)
- ☐ 2 (ABN) Abandonment of all Services
- ☐ a. CLEC (90-day approval, 10 copies) ☐ b. CTS (14-day approval, 10 copies) ☐ c. ILEC (**NOT** automatic, 10 copies)
- ☐ 3 (ACE) New Operating Authority for providers other than CMRS (30-day approval, 7 copies); *for CMRS, see item No. 15 on this page.*
- ☐ a. Switched Local ☐ b. Non-switched local ☐ c. CTS ☐ d. Local and CTS ☐ e. Other (explain) _____
- ☒ 4 (ACO) LEC Application to Change Ownership (30-day approval, 10 copies)
- ☐ 5 (ACN) LEC Application to Change Name (30-day approval, 10 copies)
- ☐ 6 (AEC) Carrier-to-Carrier Contract Amendment to an agreement approved in a NAG or ARB case (30-day approval, 7 copies)
- NOTE: see item 25 (CTR) on page two of this form for all other contract filings.*
- ☐ 7 (AMT) LEC Merger (30-day approval, 10 copies)
- ☐ 8 (ARB) Application for Arbitration (see 96-463-TP-COI for applicable process, 10 copies)
- ☐ 9 (ATA) Application for Tariff Amendment for Tier 1 Services, Application to Reclassify Service Among Tiers, or Change to Non-Tier Service
- ☐ a. Tier 1 (and Carrier-to-Carrier tariff filings as set-forth in 95-845-TP-COI)
- ☐ i. Pre-filing submittal (30-day pre-filing submittal with Staff and OCC; **Do Not Docket**, 4 copies)
- ☐ ii. New End User Service which has been preceded by a 30-day pre-filing submittal with Staff for all submittals and also with OCC for Tier 1 residential services (0-day filing, 10 copies)
- ☐ iii. New End User Service (**NOT** preceded by a 30-day filing submittal, 30-day approval, 10 copies)
- ☐ iv. New Carrier-to-Carrier Service which has been preceded by a 30-day pre-filing with Staff (0-day filing, 10 copies)
- ☐ v. Change in Terms and Conditions, textual revision, correction of error, etc. (30-day approval, 10 copies)
- ☐ vi. Grandfather service (30-day approval, 10 copies)
- ☐ vii. Initial Carrier-to-Carrier Services Tariff subsequent to ACE approval (60-day approval, 10 copies)
- ☐ viii. *Withdrawal of Tier 1 service must be filed as an "ATW", not an "ATA" - see item 12, below*
- ☐ b. Reclassification of Service Among Tiers (**NOT** automatic, 10 copies)
- ☐ c. Textual revision with no effect on rates for non-specific or non-tier service (30-day approval, 10 copies)
- ☐ 10 (ATC) Application to Transfer Certificate (30-day approval, 7 copies)
- ☐ 11 (ATR) LEC Application to Conduct a Transaction Between Utilities (30-day approval, 10 copies)
- ☐ 12 (ATW) Application to Withdraw a Tier 1 Service
- ☐ a. CLEC (60-day approval, 10 copies) ☐ b. ILEC (**NOT** automatic, 10 copies)
- ☐ 13 (CIO) Application for Change in Operations by Non-LEC Providers (0-day notice, 7 copies)
- ☐ 14 (NAG) Negotiated Interconnection Agreement Between Carriers (0-day effective, 90-day approval, 8 copies)
- ☐ 15 (RCC) For CMRS providers only to Register or to Notify of a Change in Operations (0-day notice, 7 copies)
- ☐ 16 (SLF) Self-complaint Application
- ☐ a. CLEC only - Tier 1 (60-day automatic, 10 copies)
- ☐ b. Introduce or increase maximum price range for Non-Specific Service Charge (60-day approval, 10 copies)
- ☐ 17 (UNC) Unclassified (explain) _____ (NOT automatic, 15 copies)
- ☐ 18 (ZTA) Tariff Notification Involving only Tier 2 Services
- NOTE: Notifications do not require or imply Commission Approval.*
- ☐ a. New End User Service (0-day notice, 10 copies)

- ☐ b. Change in Terms and Conditions, textual revision, correction of error, etc. (0-day notice, 10 copies)
☐ c. Withdrawal of service (0-day notice, 10 copies)
☐ 19 Other (explain) _____ (NOT automatic, 15 copies)

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

- ☐ 20 Introduction or Extension of Promotional Offering
☐ 21 New Price List Rate for Existing Service
☐ a. Tier 1 ☐ b. Tier 2
☐ 22 Designation of Registrant's Process Agent(s)
☐ 23 Update to Registrant's Maps
☐ 24 Annual Tariff Option For Tier 2 Services - indicate which option you intend to adopt to maintain the tariff. NOTE, changing options is only permitted once per calendar year.
☐ Paper Tariff ☐ Electronic Tariff. If electronic, provide the tariff's web address: _____

THE FOLLOWING ARE CTR FILINGS ONLY, NOT NEW CASES (0-day notice, 7 copies)

- ☐ 25 Application to establish, revise, or cancel an end-user contract. (NOTE: see item 6 on page 1 of this form for carrier-to-carrier contract amendments)
 CTR Docket No. _____ - _____ - TP - CTR (Use same CTR number throughout calendar year)

II. Please indicate which of the following exhibits have been filed. The numbers (corresponding to the list on page (1) and above) indicate, at a minimum, the types of cases in which the exhibit is required:

<input type="checkbox"/>	[all]	A copy of any motion for waiver of O.A.C. rule(s) associated with this filing. NOTE: the filing of a motion for waiver tolls any automatic timeframe associated with this filing. <i>Not applicable.</i>
<input type="checkbox"/>	[3]	Completed Service Requirements Form.
<input type="checkbox"/>	[3, 9(vii)]	A copy of registrant's proposed tariffs. (Carrier-to-Carrier resale tariff also required if facilities-based)
<input type="checkbox"/>	[3]	Evidence 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.
<input type="checkbox"/>	[3]	Brief description of service(s) proposed.
<input type="checkbox"/>	[3a-b,3d]	Explanation of whether applicant intends to provide <input type="checkbox"/> resold services, <input type="checkbox"/> facilities-based services, or <input type="checkbox"/> both resold and facilities-based services.
<input type="checkbox"/>	[3a-b,3d]	Explanation as to whether CLEC currently offers CTS services under separate CTS authority, and whether it will be including those services within its CLEC filing, or maintaining such CTS services under a separate affiliate.
<input type="checkbox"/>	[3a-b,3d]	Explanation of how the proposed services in the proposed market area are in the public interest.
<input type="checkbox"/>	[3a-b,3d]	Description of the proposed market area.
<input type="checkbox"/>	[3a-b,3d]	Description of the class of customers (e.g., residence, business) that the applicant intends to serve.
<input type="checkbox"/>	[3a-b,3d]	Documentation attesting to the applicant's financial viability, including the following: 1) An executive Summary describing the applicant's current financial condition, liquidity, and capital resources. Describe internally generated sources of cash and external funds available to support the applicant's operations that are the subject of this certification application. 2) Copy of financial statements (actual and pro forma income statement and a balance sheet). Indicate if financial statements are based on a certain geographical area(s) or information in other jurisdictions 3) Documentation to support the applicant's cash and funding sources.
<input type="checkbox"/>	[3a-d]	Documentation attesting to the applicant's technical and managerial expertise relative to the proposed service offering(s) and proposed service area.
<input type="checkbox"/>	[3a-d]	Documentation indicating the applicant's corporate structure and ownership.
<input type="checkbox"/>	[3a-b,3d]	Information regarding any similar operations in other states. Also, if this company has been previously certified in the State of Ohio, include that certification number.
<input type="checkbox"/>	[3a-b,3d]	Verification that the applicant will maintain local telephony records separate and apart from any other accounting records in accordance with the GAAP.
<input type="checkbox"/>	[3a-b,3d]	Verification of compliance with any affiliate transaction requirements.
<input type="checkbox"/>	[3a-b,3d]	Explanation as to whether rates are derived through (check all applicable): <input type="checkbox"/> interconnection agreement, <input type="checkbox"/> retail tariffs, or <input type="checkbox"/> resale tariffs.
<input type="checkbox"/>	[1,3a-b,3d]	Explanation as to which service areas company currently has an approved interconnection or resale agreement.
<input type="checkbox"/>	[3a-b,3d, 9a(i-iii)]	Explanation of whether applicant intends to provide Local Services which require payment in advance of Customer receiving dial tone.
<input type="checkbox"/>	[3a,3b,3d, 9a(i-iii)]	Tariff sheet(s) listing the services and associated charges that must be paid prior to customer receiving dial tone (if applicable).
<input type="checkbox"/>	[3a-b,3d,8]	Letters requesting negotiation pursuant to Sections 251 and 252 of the Telecommunications Act of 1996 and a proposed timeline for construction, interconnection, and offering of services to end users.
<input checked="" type="checkbox"/>	[3-5,7,10-11,13]	Certification from Ohio Secretary of State as to party's proper standing (domestic or foreign corporation, authorized use of fictitious name, etc.). In transfer of certificate cases, the transferee's good standing must be established. <i>Attached as Attachment E.</i>
<input checked="" type="checkbox"/>	[3-4,7,10-11,13]	List of names, addresses, and phone numbers of officers and directors, or partners. <i>Attached as Attachment D are the officers and directors of A.R.C. Networks, Inc..</i>
<input type="checkbox"/>	[3]	A sample copy of the customer bill and disconnection notice the applicant plans to utilize.
<input type="checkbox"/>	[1,4,9,10-13,16-21]	Copy of superseded tariff sheet(s) & price list(s), if applicable, marked as Exhibit A. <i>Not Applicable.</i>
<input type="checkbox"/>	[1,4,9,10-13,16-21]	Copy of revised tariff sheets & price lists, marked as Exhibit B. <i>Not Applicable.</i>
<input type="checkbox"/>	[3]	Provide a copy of any customer application form required in order to establish residential service, if applicable.

<input type="checkbox"/>	[1-2,4-7,9,12-13,16,18-23,25]	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 <input type="checkbox"/> business; <input type="checkbox"/> residence; or <input type="checkbox"/> both. Also indicate whether it is a <input type="checkbox"/> switched or <input type="checkbox"/> dedicated service. Include this information in either the cover letter or Exhibit C. <i>Not Applicable.</i>
<input type="checkbox"/>	[1,2,4,9a(v-vi), 5,10,16,18(b-c), 21]	Specify which notice procedure has been/will be utilized: <input type="checkbox"/> direct mail; <input type="checkbox"/> bill insert; <input type="checkbox"/> bill notation or <input type="checkbox"/> electronic mail. NOTE: <input type="checkbox"/> Tier 1 price list increases must be within an approved range of rates. <input type="checkbox"/> SLF Filings – Do NOT send customer notice until it has been reviewed and approved by Commission Staff <i>Not Applicable. The transaction will be transparent to customers.</i>
<input type="checkbox"/>	[2,4-5,9a(v), 9b, 10,12-13,16, 18(b-c),20-21]	Copy of real time notice which has been/will be provided to customers. NOTE: SLF Filings – Do NOT send customer notice until it has been reviewed and approved by Commission Staff <i>Not Applicable. The transaction will be transparent to customers.</i>
<input type="checkbox"/>	[1,2,5,9a(v),11-13, 18, 21(increase only)]	Affidavit attesting that customer notice has been provided. <i>Not Applicable. The transaction will be transparent to customers.</i>
<input type="checkbox"/>	[2,12]	Copy of Notice which has been provided to ILEC(s).
<input type="checkbox"/>	[2,12]	Listing of Assigned (NPA) NXX's where in the LECs (NPA) NXX's would be reassigned.
<input type="checkbox"/>	[2,4,10,12-13,]	List of Ohio exchanges specifically involved or affected. <i>The Transaction will effect all exchanges in which A.R.C. provides service.</i>
<input type="checkbox"/>	[14]	The interconnection agreement adopted by negotiation or mediation.
<input type="checkbox"/>	[15]	For commercial mobile radio service providers, 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.
<input type="checkbox"/>	[15]	Exhibits must include company name, address, contact person, service description, and evidence of registration with the Ohio Secretary of State.
<input type="checkbox"/>	[24]	Affidavit that total price of contract exceeds total cost of all regulated services.
<input type="checkbox"/>	[5,13]	New title sheet with proposed new company name.
<input type="checkbox"/>	[1,3,13]	For CLECs, List of Ohio Exchanges the applicant intends to serve (Use spreadsheet from: http://www.puc.state.oh.us/puco/forms/form.cfm?doc_id=357).
<input type="checkbox"/>	[1,3a-b,3d,7, 10,13, 23]	Maps depicting the proposed serving and calling areas of the applicant. If Mirroring Large ILEC exchanges for both serving area and local calling areas: • Serving area must be clearly reflected on an Ohio map attached to tariffs and textually described in tariffs by noting that it is reflecting a particular large ILEC/CLEC territory, and listing the involved exchanges. • Local calling areas must be clearly reflected on an Ohio map attached to the tariffs, and/or clearly delineated in tariffs, including a complete listing of each exchange being served and all exchanges to which local calls can be made from each of those exchanges. If Self-defining serving area and/or local calling area as an area other than that of the established ILEC exchange(s): • Serving Area must be clearly reflected on an Ohio map attached to the tariffs, and textually described in tariffs by listing the involved exchanges. • Local Calling Areas must be described in the tariff through textual delineation and clear maps. Maps for self-defined serving and local calling areas are required to be traced on United States Geological Survey topography maps. These maps are the Standard Topographic Quadrangle maps, 7.5 minute 1:24,000.
<input type="checkbox"/>		Other information requested by the Commission staff. <i>Attached as Attachment A is a Description of the Transaction.</i>
<input type="checkbox"/>	[3]	Initial certification that includes Tier 2 Services, indicate which option you intend to adopt to maintain the tariff: <input type="checkbox"/> Paper Tariff <input type="checkbox"/> Electronic Tariff - If electronic, provide the web address for the tariff:

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 BASIC LOCAL EXCHANGE AND CTS PROVIDERS:

- ☒ Sales tax
- ☒ Minimum Telephone Service Standards (MTSS)
- ☒ Surcharges

MANDATORY REQUIREMENTS FOR ALL BASIC LOCAL EXCHANGE PROVIDERS:

- ☒ 1+ IntraLATA Presubscription

SERVICE REQUIREMENTS FOR PROVISION OF CERTAIN SERVICES (CHECK ALL APPLICABLE):

- ☐ Discounts for Persons with Communication Disabilities and the Telecommunication Relay Service [Required if toll service provided]
- ☐ Emergency Services Calling Plan [Required if toll service provided]
- ☐ Alternative Operator Service (AOS) requirements [Required for all providing AOS (including inmate services) service]
- ☐ Limitation of Liability Language [Required for all who have tariff language that may limit their liability]
- ☐ Termination Liability Language [Required for all who have early termination liability language in their tariffs]
- ☐ Service Connection Assistance (SCA) [Required for all LECs]
- ☐ Local Number Portability and Number Pooling [Required for facilities-based LECs]
- ☐ Package Language [Required for tariffs containing packages or service bundles containing both local and toll and/or non-regulated services]

IV. List names, titles, phone numbers, and addresses of those persons authorized to respond to inquiries from the Consumer Services Department on behalf of the applicant regarding end-user complaints:

The person authorized to respond to inquiries from the Consumer Services Department on behalf of A.R.C. is:

Ross Artale
Vice President, Customer Care
Eureka Broadband Corporation
39 Broadway
New York, NY 10006
Tel: (212) 404-5330

To the extent this information changes following the transaction, A.R.C. will update the Commission's records.

- V. List names, titles, phone numbers, and addresses of those persons authorized to make and/or affirm or verify filings at the Commission on behalf of the applicant:

For Broadview Holdings:

Catherine Wang
Brett P. Ferenczak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
(202) 373-6000 (Tel)
(202) 373-6001 (Fax)
catherine.wang@bingham.com
brett.ferenczak@bingham.com

For Eureka Broadband Corporation and A.R.C.:

Glenn S. Richards
Pillsbury Winthrop Shaw Pittman LLP
2300 N Street, N.W.
Washington, D.C. 20037
202-663-8215 (Tel)
202-513-8006 (Fax)
glenn.richards@pillsburylaw.com

and:

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

and:

Adam Lewis, Vice President, Finances
Eureka Broadband Corporation
39 Broadway
New York, New York 10006.
(212) 404-5179 (Tel)
(212) 404-5199 (Fax)
alewis@infohighway.com

[PLEASE CONFIRM CONTACT INFORMATION]

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.

- VI. List Name(s), DBA(s) and PUCO Certification Number(s) of any affiliates you have operating in Ohio under PUCO authority, whether Telecommunication or other. (If needed, use a separate sheet and check here: ☐)

A.R.C. is not currently affiliated with any companies operating in Ohio under PUCO authority. Upon completion of the transaction, A.R.C. will be affiliated with Broadview Networks, Inc. (Certificate No. 90-9190), BridgeCom International, Inc. (Certificate No. 90-6009), Broadview NP Acquisition Corp. (Certificate No. 90-6061), and ATX Licensing, Inc. (Certificate No. 90-5906)

VERIFICATION

I, _____, verify that I have utilized, verbatim, the Commission's Telecommunications Application Form and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

Adam Lewis, Secretary

*(Signature and Title)

2/21/07

(Date)

****Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.***

VERIFICATION

I, CHARLES HUNTER, verify that I have utilized, verbatim, the Commission's Telecommunications Application Form and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.



*(Signature and Title)

(Date)

****Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.***

LIST OF ATTACHMENTS

Attachment A	Description of Transaction
Attachment B	Pre- and Post-Transaction Corporate Organizational Chart
Attachment C	Management Biographies of Broadview Networks Holdings, Inc.
Attachment D	Officers and Directors
Attachment E	Certificate of Good Standing
Verifications	

ATTACHMENT A

Description of Transaction

Eureka Broadband Corporation ("Eureka Parent"), A.R.C. Networks, Inc. ("A.R.C."), and Broadview Networks Holdings, Inc. ("Broadview Holdings") (collectively, "Applicants"), pursuant to the rules of the Public Utilities Commission of Ohio ("Commission"), respectfully request Commission approval for a transaction that will result in the transfer of control of A.R.C., a subsidiary of Eureka Parent, to Broadview Holdings. A.R.C. is a competitive carrier that holds authority from the Commission to provide telecommunications services.

Applicants requests that the Commission act expeditiously to grant the approval requested herein prior to, but no later than May 1, 2007, so that Applicants can timely consummate the proposed transaction and meet important business objectives.

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

II. DESCRIPTION OF THE APPLICANTS

A. Eureka Broadband Corporation and A.R.C. Networks, Inc.

Eureka Parent is a Delaware corporation with offices located at 39 Broadway, New York, New York 10006. Eureka Parent's operating subsidiaries provide integrated communications solutions, including end-to-end voice and data communications solutions primarily to business customers in major markets in the northeastern United States and selected areas of Texas. Among other services, through its indirect wholly owned subsidiaries, Eureka Telecom, Inc., Eureka Telecom of VA, Inc., A.R.C., and InfoHighway of Virginia, Inc. (collectively, "InfoHighway"), InfoHighway offers high-quality local and long distance telephone services, point-to-point data services, high-speed Internet services, network design and wiring. The primary operations of InfoHighway are located in the New York City, Boston, and Washington

D.C. metropolitan areas. InfoHighway works with property owners to install network infrastructure and offer high-quality services to building tenants. In addition to access services, InfoHighway provides voice and other services to enterprise customers in both on-net and off-net locations. InfoHighway has access to approximately 550 pre-wired buildings, including more than 350 buildings in the New York metro area. InfoHighway holds authority to provide regulated telecommunications services in approximately thirty-four states.

In Ohio, A.R.C. is authorized to provide local exchange authority pursuant to a Certificate No. 90-9020 issued in Case No. 04-1889-TP-ACO, on January 20, 2005 and interexchange authority pursuant to Case No. 90-9020-TP-TRF.¹

B. Broadview Networks Holdings, Inc.

Broadview Holdings is a privately held Delaware corporation with offices located at 800 Westchester Avenue, Suite N-501, Rye Brook, New York 10573. Broadview Holdings is the ultimate parent company of Broadview Networks, Inc. ("Broadview Networks"), Broadview NP Acquisition Corp. ("Broadview NP"), BridgeCom International, Inc. ("BridgeCom"), TruCom Corporation ("TruCom"), and ATX Licensing, Inc. ("ATX"), which provide telecommunications services in multiple states.

Broadview Networks, a New York corporation, is a network-based electronically integrated communications provider which serves small and medium-sized businesses in the northeastern and mid-Atlantic United States. Broadview Networks is authorized to provide competitive telecommunications services in approximately 20 states and holds authority from the FCC to provide international and interstate service. In Ohio, Broadview Networks is authorized

¹ A.R.C. notes that its Certificate does not mention its interexchange (CTS) authority, for which it has maintained tariffs since 1990. To the extent necessary, the A.R.C. requests that its certificate be corrected to reflect that it also has CTS.

to provide facilities-based and resold interexchange and local exchanges services pursuant to Certificate No. 90-9190 issued by the Commission in Case No. 01-588-TP-ACE, on May 18, 2001.

Broadview NP, BridgeCom, and ATX are Delaware corporations. TruCom is a New York corporation. Broadview NP, BridgeCom and TruCom all have principal offices located at 800 Westchester Avenue, Suite N-501, Rye Brook, NY. ATX has its principal offices in King of Prussia, Pennsylvania. These subsidiaries also hold authorizations to provide competitive telecommunications services in multiple states and authority from the FCC to provide international and interstate services. In Ohio, Broadview NP is authorized to provide interexchange services pursuant to Certificate No. 90-6061 issued by the Commission in Case No. 02-947-CT-ACE, on May 22, 2002; BridgeCom is authorized to provide interexchange services pursuant to Certificate No. 90-6009 issued by the Commission in Case No. 01-1173-CT-ACE on May 14, 2002; ATX is authorized to provide intrastate interexchange telecommunications services pursuant to Certificate No. 90-5906 issued by the Commission in Case No. 00-289-TP-ACE, on September 6, 2000.

III. CONTACTS

Questions or any correspondence, orders, or other materials pertaining to this Application should be directed to the following.

For Broadview:

Catherine Wang
Brett P. Ferenchak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
(202) 373-6000 (Tel)
(202) 373-6001 (Fax)
catherine.wang@bingham.com
brett.ferenchak@bingham.com

With copies to:

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

For Eureka Parent:

Glenn S. Richards
Pillsbury Winthrop Shaw Pittman LLP
2300 N Street, N.W.
Washington, D.C. 20037
(202) 663-8215 (Tel)
(202) 513-8006 (Fax)
glenn.richards@pillsburylaw.com

With copies to:

Adam Lewis, Vice President, Finances
Eureka Broadband Corporation
39 Broadway
New York, New York 10006
(212) 404-5179 (Tel)
(212) 404-5199 (Fax)
alewis@infohighway.com

IV. DESCRIPTION OF THE TRANSACTION

A. Description of the Transfer of Control

Broadview Holdings and Eureka Parent entered into an Agreement and Plan of Merger dated as of February 23, 2007 (the "Agreement") whereby a newly created subsidiary of Broadview Holdings will merge with Eureka Parent, with Eureka Parent surviving. As a result, Broadview Holdings will acquire indirect control of A.R.C. For the Commission's convenience, pre- and post-transaction corporate structure charts are provided as Attachment B. Applicants therefore request authority for the indirect transfer of control of A.R.C. to Broadview Holdings. Immediately following the consummation of the proposed transaction, A.R.C. will continue to offer service with no change in the rates or terms and conditions of service. Further, A.R.C. will

continue to provide service to its customers under the same name. Therefore, the transfer of control of A.R.C. will be seamless and transparent to consumers in the State of Ohio.

B. Broadview Holdings' Qualifications

Broadview Holdings has the technical, managerial, and financial qualifications to acquire control of A.R.C. Broadview Holdings, through its operating subsidiaries, is a leading regional communications company, operating an advanced telecommunications platform. Broadview Holdings is operated by a highly qualified management team, all of whom have extensive backgrounds in telecommunications. Biographies for the Broadview Holdings management team are attached at Attachment C.

V. PUBLIC INTEREST STATEMENT

Applicants submit that the transaction described herein will serve the public interest. The proposed transaction will provide A.R.C. access to Broadview Holdings' substantial technical and management expertise, financial resources and complementary suite of services. Further, the proposed transaction will enable customers of A.R.C. to benefit from Broadview Holdings' national network and broad suite of IP-based services. Together, these benefits are expected to strengthen the ability of A.R.C. to expand its offerings and provide more advanced telecommunications services to a broader customer base in Ohio. Applicants expect that the proposed acquisition will enable both A.R.C. and Broadview Holdings to strengthen their competitive positions in Ohio to the benefit of Ohio consumers and the State's telecommunications marketplace.

Further, the transaction will be conducted in a manner that will be transparent to customers of A.R.C. The transfer of control of A.R.C. will not result in a change of carrier for customers or any transfer of authorizations. Following consummation of the proposed transaction, A.R.C. will continue to provide high-quality communications services to its customers without interruption and without immediate change in rates, terms or conditions.

The public interest will also be served by expeditious consideration and approval of the transaction no later than May 1, 2007. For various important business and financial reasons, Applicants require that the transaction be closed as quickly as possible. Moreover, delay in the regulatory approval process will prevent the parties from realizing the economic and operational benefits expected from the transaction or delivering expanded customer services as quickly as the parties otherwise would.

Applicants emphasize that the proposed indirect transfer of control will be seamless and completely transparent to the customers of A.R.C., and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers. Accordingly, Applicants request that the Commission commence its examination of the proposed transaction as soon as possible and complete its review so that it will be considered and approved no later than May 1, 2007.

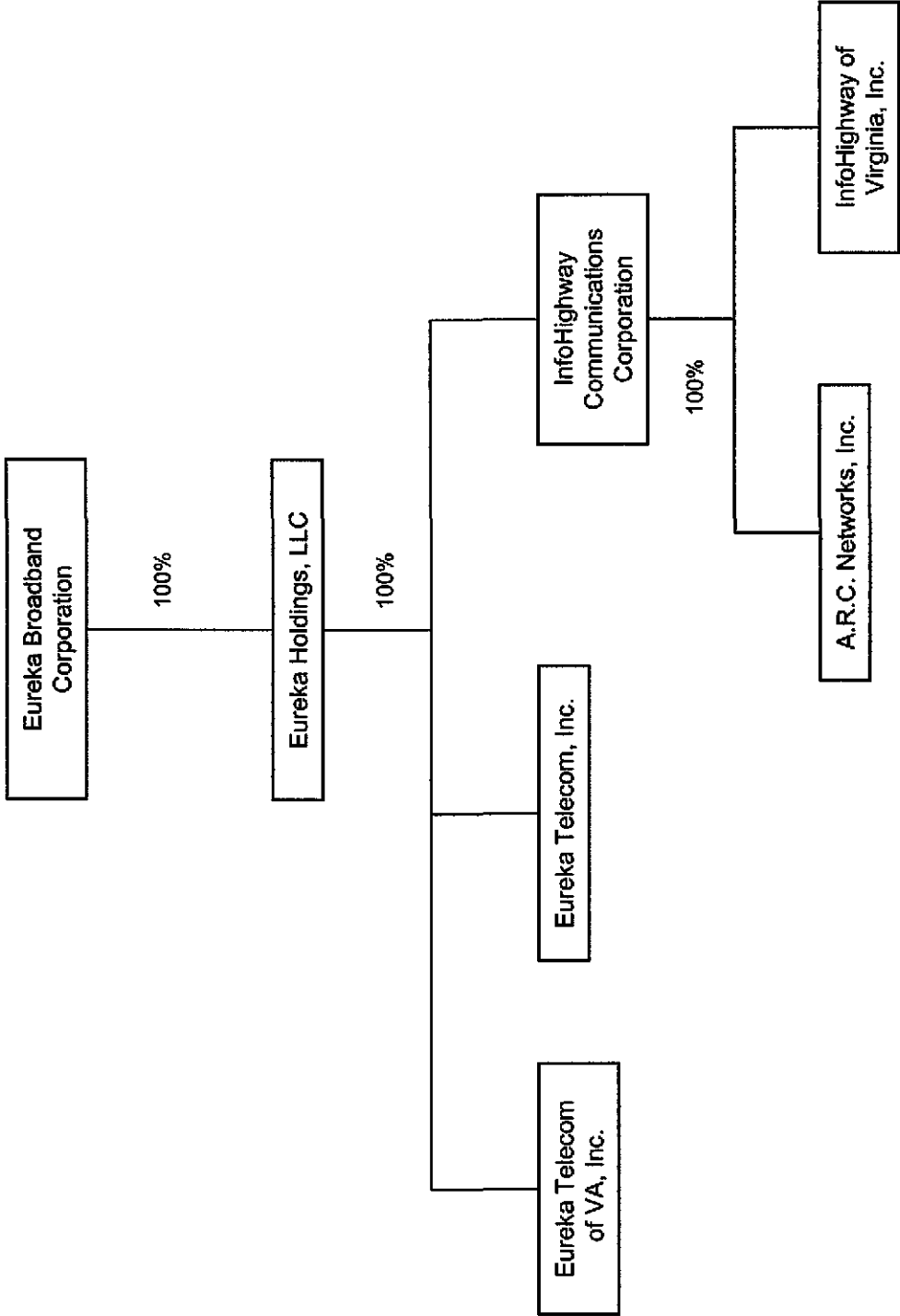
VI. CONCLUSION

For the reasons stated above, Applicants submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Applicants therefore respectfully request that the Commission consider and approve this Application expeditiously to permit Applicants to consummate the proposed transaction as soon as possible.

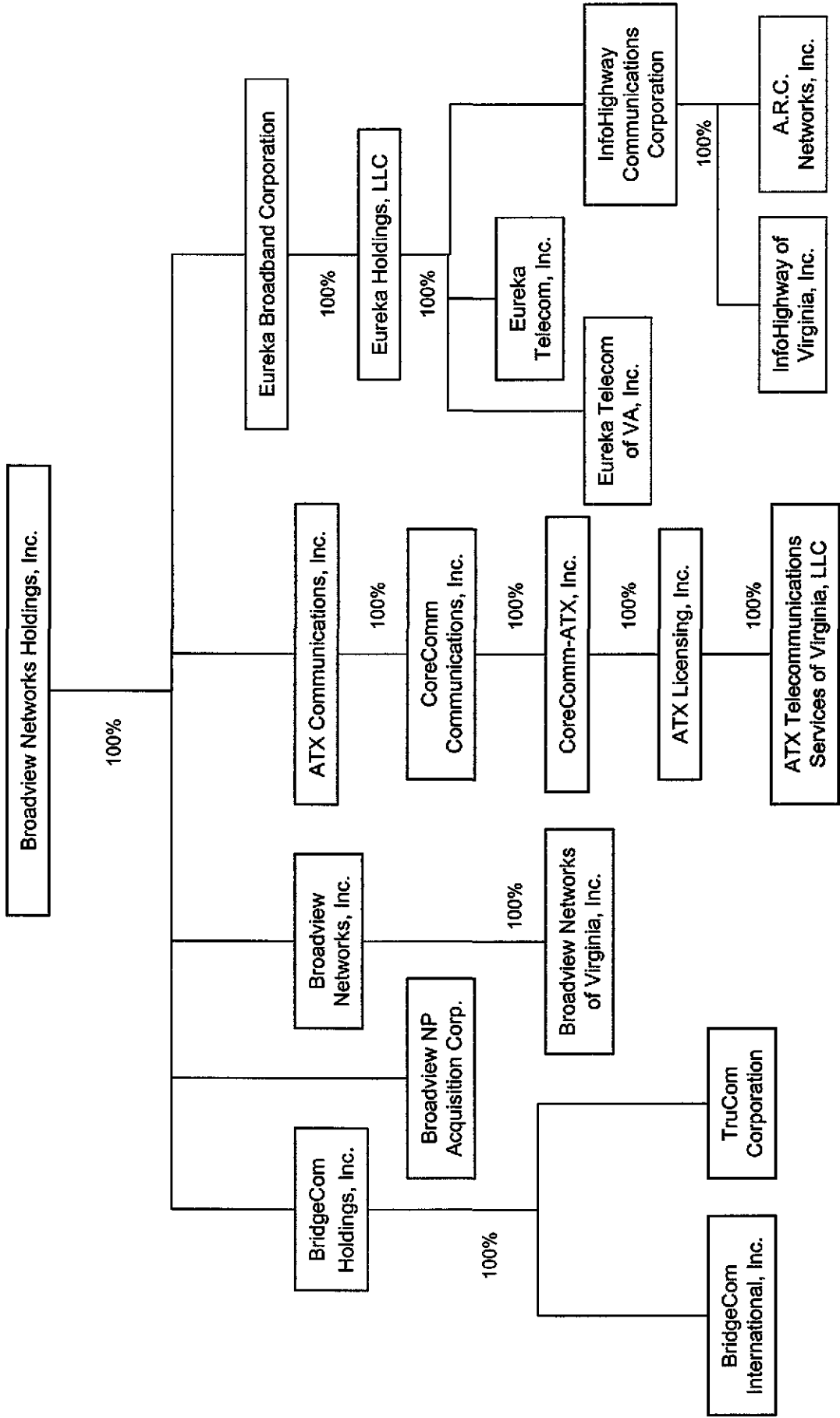
ATTACHMENT B

Pre- and Post-Transaction Corporate Structure Chart

Pre-Transaction Corporate Structure of Eureka Broadband Corporation



Post-Transaction Corporate Structure



ATTACHMENT C

Management Biographies of Broadview Networks Holdings, Inc.

Michael Robinson, Chief Executive Officer

Mr. Robinson joined the company as the CEO in March 2005. Prior to this, Mr. Robinson had been with US LEC as executive vice president and chief financial officer since July 1998, responsible for financial operations, investor relations, billing and information systems development, information technology, human resources and real estate. Prior to joining US LEC, Mr. Robinson spent 10 years in various management positions with the telecommunications division of Alcatel, including executive vice president and chief financial officer of Alcatel Data Networks and the worldwide financial operations of the enterprise and data networking division of Alcatel. Prior to these roles, Mr. Robinson was chief financial officer of Alcatel Network Systems. Before joining Alcatel, Mr. Robinson held various management positions with Windward International and Siecor Corp. (now Corning). Mr. Robinson holds a masters degree in business administration from Wake Forest University.

Brian Crotty, President and Chief Operating Officer

Mr. Crotty, President and Chief Operating Officer, brings to Broadview over thirteen years of senior management experience in the telecom industry. In his role with Broadview, he is responsible for all operational aspects of the Company including Sales, Provisioning, Billing, Network Operations, Repair, Field Services and Customer Service.

Mr. Crotty formerly served as Bridgecom's Chief Operating Officer responsible for all divisions of the company except Finance, whereby he lead the company's exponential three year period of growth from developmental stage to maturity of over \$86 million in profitable and free cash-flowing revenues until the time of its merger with Broadview. He then oversaw the successful integration of Broadview and Bridgecom and assumed his current role at the time of the merger.

Prior to joining Bridgecom in 2000, he held a succession of positions with CoreComm, a publicly traded integrated communications provider with facilities throughout the Northeast and Midwest, most recently acting as Director of Operations. Mr. Crotty joined CoreComm through the acquisition of USN Communications where he held a succession of senior management roles in both sales and operations, most recently as Vice President of Operations. Prior to that, Mr. Crotty was the co-founder and served as Executive Vice President of The Millennium Group, one of the first competitive local exchange carriers in the state of Wisconsin. In addition, Mr. Crotty has also served in managerial positions with CEI Communications, which he founded, and AT&T Corp. Mr. Crotty obtained a degree in Business Administration from St. Norbert College.

Corey Rinker, Chief Financial Officer, Treasurer, Assistant Secretary

Mr. Rinker, a certified public accountant and attorney, joined Bridgecom as Chief Financial Officer in January, 2001 following seven years experience serving in a similar

position with both privately-held and publicly traded corporations including The Intellisource Group, a Safeguard Scientifics, Inc. partnership company (NYSE:SFE). Mr. Rinker exercised significant responsibility and oversight of financial, legal and regulatory operations for these corporations with respect to public and private financial reporting, compliance and mergers and acquisitions. Mr. Rinker also possesses nearly a decade of cumulative experience with predecessors of the Big Four accounting firms of Deloitte & Touche and Ernst & Young, serving in increasingly senior managerial positions in the tax and then consulting areas. Mr. Rinker also serves as the Treasurer of Bridgecom. Mr. Rinker has an accounting degree, with honors, from the University of Massachusetts and a J.D. degree from Yeshiva University's Cardozo School of Law.

Charles C. Hunter, Executive Vice President, General Counsel, Secretary

Mr. Hunter, Executive Vice President, General Counsel and Secretary, is a 25-year veteran of telecommunications law and policy. At Broadview, Mr. Hunter is responsible for the corporate and legal affairs of the Company, including federal and state public policy advocacy.

Mr. Hunter formerly served as Vice President and General Counsel of Bridgecom. Prior to joining Bridgecom, Mr. Hunter headed the Hunter Communications Law Group, a Washington, D.C.-based boutique law firm that emphasized the representation of competitive providers of telecommunications services. Mr. Hunter began his legal career as a trial attorney with the Federal Maritime Commission and afterwards was a partner specializing in telecommunications matters at the Chicago-based law firm of Gardner, Carton and Douglas and the Washington, D.C.-based law firm of Herron, Burchette, Ruckert and Rothwell.

Mr. Hunter received his J.D. from the Duke University School of Law and his undergraduate degree from the University of Michigan at Ann Arbor. He is a member of the New York and District of Columbia bars, as well as the bars of the U.S. Supreme Court and numerous Federal Appellate and District Courts.

Kenneth A. Shulman, Chief Technology Officer

Mr. Shulman joined Broadview Networks in 1999 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. As Chief Information Officer, Mr. Shulman is also responsible for the company's industry leading patented integrated provisioning, billing and CRM systems, software and IT infrastructure. Mr. Shulman has nearly 30 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, Mr. Shulman held officer positions with TCG, including as senior vice president and chief technology officer. Earlier, he was director of systems engineering for

MCI International. Before that, Mr. 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. Mr. Shulman has served on many technical advisory boards, and currently serves on advisory boards of Baker Capital and Baypackets.

Terrence J. Anderson, Executive Vice President – Corporate Development

Mr. Anderson was a co-founder of Broadview Networks in 1996 and has served as executive vice president, finance, since the company's inception. He has led efforts to raise startup capital, offered financial direction, and secured subsequent financing to sustain Broadview Networks' operations. Previously, as a vice president in the media and telecommunications finance group of Chemical Bank from 1988 to 1995, Mr. Anderson was responsible for originating and executing transactions and financing for diverse customers, including several large cable operators. Mr. Anderson holds a bachelor's degree in economics from Princeton University and an M.B.A. with honors from Columbia University.

ATTACHMENT D

Officers of Directors

A.R.C Networks, Inc. Officers and Directors

The following individuals are currently Officers of A.R.C:

Jeff Ginsberg, Chairman
Raul Martynek, President
Edward Kazar, Treasurer
Adam Lewis, Secretary

The following individual is currently a Director of A.R.C:

Jeff Ginsberg, Sole Director

To the extent that this information changes following the transaction, Applicant will update the Commission's records to the extent necessary.

ATTACHMENT E

Certificate of Good Standing

**United States of America
State of Ohio
Office of the Secretary of State**

I, Jennifer Brunner, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show A.R.C. NETWORKS, INC., a New York corporation, having qualified to do business within the State of Ohio on December 09, 1996 under License No. 961737 is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 21st day of February, A.D. 2007*

A handwritten signature in cursive script, appearing to read "Jennifer Brunner", written in dark ink.

Ohio Secretary of State

Validation Number: V200749F30D7A

Verification

STATE OF NEW YORK

§
§
§

ss:

CITY OF NEW YORK

VERIFICATION

I, Adam Lewis, state that I am Secretary of A.R.C. Networks, Inc.; that I am authorized to make this Verification on behalf of A.R.C. Networks, Inc.; that the foregoing Notification was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

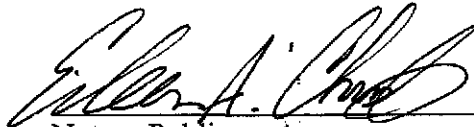


Name: Adam Lewis

Title: Secretary

A.R.C. Networks, Inc.

Sworn and subscribed before me this 21st day of February, 2007.



Notary Public

My commission expires: 3/8/07

ERENA CRISTE
Notary Public, State of New York
No. 01CH3009314
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires March 8, 2007

STATE OF NEW YORK

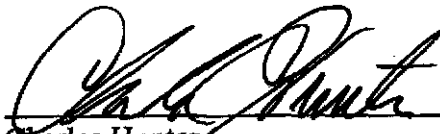
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ss:

COUNTY OF WEST CHESTER

VERIFICATION

I, Charles Hunter, state that I am 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.; that the foregoing Application was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



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

SWORN TO AND SUBSCRIBED before me on the 19 day of Feb, 2007.


Notary Public

My commission expires: 9/21/09

COREY RINKER
NOTARY PUBLIC, STATE OF NEW YORK
No. 02R/6013491
QUALIFIED IN WESTCHESTER COUNTY
MY COMMISSION EXPIRES 9/21/2009