

TENNESSEE REGULATORY AUTHORITY



460 James Robertson Parkway
Nashville, Tennessee 37243-0505

July 7, 2006

Catherine Wang, Counsel
Eric J. Branfman, Counsel
Jeffrey R. Strenkowski, Counsel
Bingham McCutchen LLP
3000 K Street, NW Suite 300
Washington, DC 20007-5116

RE: Docket 06-00169: *Joint Petition of Broadview Networks Holdings, Inc. and ATX Licensing, Inc. for Approval of an Indirect Transfer of Control and Related Financing Transaction*

Dear Ms. Wang and Messrs. Branfman and Strenkowski:

In order to fully analyze the above-referenced petition, the Tennessee Regulatory Authority (TRA) requires additional information. Please provide the information requested below by July 14, 2006, and refer to this correspondence as Data Request No. 1 in the response.

1. Have the petitioners filed similar petitions or notices in other states? If so, provide a listing of states and action taken.
2. Have the petitioners filed a similar petition with the FCC or other federal agency? If so, list any action taken and the associated file(s) or document number(s). If a schedule to complete the review of your application has been established by any federal agency, provide such with your response.
3. Provide the number of customers that ATX Licensing, Inc. ("ATX") currently has in Tennessee.
4. On Page 5 of the Petition filed with the TRA on June 27, 2006, it certifies that upon closing of the proposed transfer of control transaction, ATX Communications, Inc. and its subsidiaries, including ATX will become co-borrowers or guarantors in the existing indebtedness of Broadview Networks Holdings, Inc. ("Broadview Holdings") and will pledge their assets as security. Will any Tennessee assets be pledged as collateral for any debt issued? If so, name the particular asset(s), the value of the assets, and the percentage of each particular asset(s) pledged.
5. Provide the Authority with a copy of the Stock and/or Purchase Agreement pertaining to the Joint Petition of Broadview Networks Holdings, Inc. and ATX Licensing, Inc. for Approval of an Indirect Transfer of Control and Related Financing Transaction, filed with the Authority on June 27, 2006.

If you have any questions, or need further assistance, please call Carlos Black at 615-741-2904, ext. 196 or e-mail him at Carlos.Black@state.tn.us. Please respond by sending the original and 13 copies either by U.S. Mail or express mail. Alternatively, you may send the original and four (4) copies along with an electronic file of the original document to:

Ms. Sharla Dillon, Docket Room Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Sincerely,

A handwritten signature in black ink, appearing to read "Carsie Mundy". The signature is fluid and cursive, with the first name "Carsie" being more prominent than the last name "Mundy".

Carsie Mundy, Chief
Competitive Markets & Policy Division

c: Mr. Charles Hunter
Mr. Mark Epstein
Docket Room