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Washington, DC
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July 19, 2006

By Overnight Mail

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

**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. Dillon:

Broadview Networks Holdings, Inc. ("Broadview Holdings") and ATX Licensing, Inc. ("ATX", collectively "Petitioners"), through undersigned counsel, hereby provide their responses to the Tennessee Regulatory Authority's Data Request No. 1, dated July 7, 2006.

1. Have the petitioners filed similar petitions or notices in other states? If so, provide a listing of states and action taken.

Yes, the Petitioners have notified Alabama, Arkansas, Colorado, Connecticut, Delaware, District of Columbia, Florida, Georgia, Idaho, Illinois, Indiana, Kansas, Kentucky, Maine, Massachusetts, Michigan, Mississippi, Montana, Nebraska, Nevada, New Hampshire, New Mexico, North Carolina, North Dakota, Oklahoma, Oregon, Rhode Island, South Carolina, Utah, Washington, and Wisconsin. In addition to Tennessee, approval is still pending in California, Louisiana, Maryland, Minnesota, Missouri, New Jersey, New York, Ohio, Pennsylvania, Virginia, Vermont, and West Virginia.

2. Have the petitioners filed a similar petition with the FCC or other federal agency? If so, list 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.

Boston
Hartford
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Yes, the Petitioners filed an application on June 27, 2006 with the FCC for both domestic and international authority. The FCC International Bureau has assigned the File No. ITC-T/C-20060627-00330. The Wireline Competition Bureau assigned Docket No. 06-132. No other actions have been taken.

3. Provide the number of customers that ATX Licensing, Inc. ("ATX") currently has in Tennessee.

ATX currently has approximately 38 customers 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 Network 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.

All ATX assets in Tennessee will be pledged to secure the existing Broadview Holdings financing. Specifically, ATX will be required to provide a perfected first priority security interest in all tangible and intangible assets, including without limitation, intellectual property, real property, licenses, permits and capital stock (collectively, the "Collateral"). Collateral does not include any escrow account, motor vehicles, leasehold interests in real property, rights under any contract that contain a valid and enforceable prohibition on assignment of such rights, equipment securing permitted capitalized lease obligations or purchase money indebtedness, payroll accounts and cash collateral accounts. Petitioners provide under seal as Attachment 1 a copy of the confidential financing commitment letter.

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.

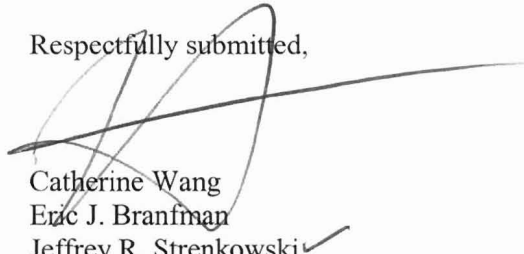
Petitioners provide under seal as Attachment 2 a copy of the confidential stock purchase agreement.

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An original and thirteen (13) copies of the responses to Data Request No. 1 are enclosed. Please date stamp the extra copy of this filing and return it in the self-addressed, postage paid envelope provided. Should you have any questions regarding this filing, please do not hesitate to contact us at (202) 424-7500

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Respectfully submitted,



Catherine Wang
Eric J. Branfman
Jeffrey R. Strenkowski ✓

Encl.

cc: Carlos Black (TRA)

Attachment 1

Financial Commitment Letter

Filed Under Seal

Attachment 2

Stock Purchase Agreement

Filed Under Seal