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Our file no.: 0000321507

February 28, 2007

By Overnight Mail

Chairman Sara Kyle
c/o Sharla Dillon, Docket Room Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

07-00057

Re: Joint Petition of Eureka Broadband Corporation, A.R.C. Networks, Inc. and Broadview Networks Holdings, Inc. for Approval of the Indirect Transfer of Control of A.R.C. Networks, Inc. to Broadview Networks Holdings, Inc.

Dear Chairman Kyle:

Enclosed for filing with the Commission are an original and thirteen (13) copies of the above-referenced Joint Petition. Also enclosed is a check in the amount of \$25.00 to cover the filing fee.

Petitioners request confidential treatment of Exhibits B and D. The information submitted as Exhibits B and D constitutes commercially sensitive and competitively significant financial and business information that is not otherwise released to the public. Unrestricted availability of this information would provide competitors with knowledge that would be otherwise unavailable and could place the Petitioners at a competitive disadvantage. Confidential and trade secret treatment is therefore required to avoid commercial and competitive injury.

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,

Catherine Wang
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Docket No.

JOINT PETITION

I. INTRODUCTION

Eureka Broadband Corporation (“Eureka Parent”), A.R.C. Networks, Inc. (“A.R.C.”), and Broadview Networks Holdings, Inc. (“Broadview Holdings”) (collectively, “Petitioners”), pursuant to Section 65-4-112 and Section 65-4-109 and the rules of the Tennessee Regulatory Authority (“Authority”), respectfully request Authority approval for a transaction that will result in the transfer of control of A.R.C., a subsidiary of Eureka Parent, to Broadview Holdings. In addition, A.R.C. requests approval to participate in certain existing and proposed financing arrangements of Broadview Holdings. A.R.C. is a competitive carrier that holds authority from the Authority to provide telecommunications services.

Petitioners request that the Authority act expeditiously to grant the approval requested herein prior to, but no later than April 27, 2007, so that Petitioners can timely consummate the proposed transaction and meet important business objectives.

In support of this Petition, Petitioners provide the following information:

II. DESCRIPTION OF THE PETITIONERS

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 Tennessee, A.R.C. Networks is authorized to provide interexchange telecommunications services pursuant to an authorization issued in Docket No. 02-01336, on December 2, 2002.

B. Broadview Networks Holdings

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. Broadview Networks does not hold an authorization from the Authority to provide telecommunications services.

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, New York 10573. 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 Tennessee, ATX is authorized to provide intrastate interexchange telecommunications services pursuant to Docket No. 05-00093, issued on September 29, 2005. Broadview NP, BridgeCom, and TruCom do not hold any certifications nor provide any telecommunications services in Tennessee.

III. CONTACTS

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

For Broadview:

Catherine Wang
Brett P. Ferenczak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
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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
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(202) 513-8006 (Fax)
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With copies to:

Adam Lewis, Vice President, Finance
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 TRANSACTIONS

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 Exhibit A. A copy of the Agreement is provided, under seal, as Exhibit B. Petitioners 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 Tennessee.

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 Exhibit C. In addition, the most recent financial statements of Broadview Holdings are provided under seal as Exhibit D.

V. ADDITIONAL INFORMATION

A.R.C. currently has forty seven (47) customers in Tennessee.

Petitioners are filing similar requests for approval with the Federal Communications Commission and the public service commissions in California, Delaware, the District of Columbia, Georgia, Indiana, Minnesota, New Jersey, New York, Ohio, Pennsylvania, Texas and Virginia. Petitioners are also filing notices in Arkansas, Colorado, Connecticut, Florida, Illinois, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Missouri, Nevada, New Hampshire, North Carolina, Oklahoma, Rhode Island, South Carolina, and Vermont.

VI. PUBLIC INTEREST STATEMENT

Petitioners 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 Tennessee. Petitioners expect that the proposed acquisition will enable both ATX and Broadview Holdings to strengthen their competitive positions in Tennessee to the benefit of Tennessee 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 prior to, but no later than April 27, 2007. For various important business and financial reasons, Petitioners 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.

Petitioners 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, Petitioners request that the Authority 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 at the April 27, 2007.

VII. CONCLUSION

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

Respectfully submitted,



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Counsel for Broadview Networks
Holdings, Inc.

Dated: February 28, 2007

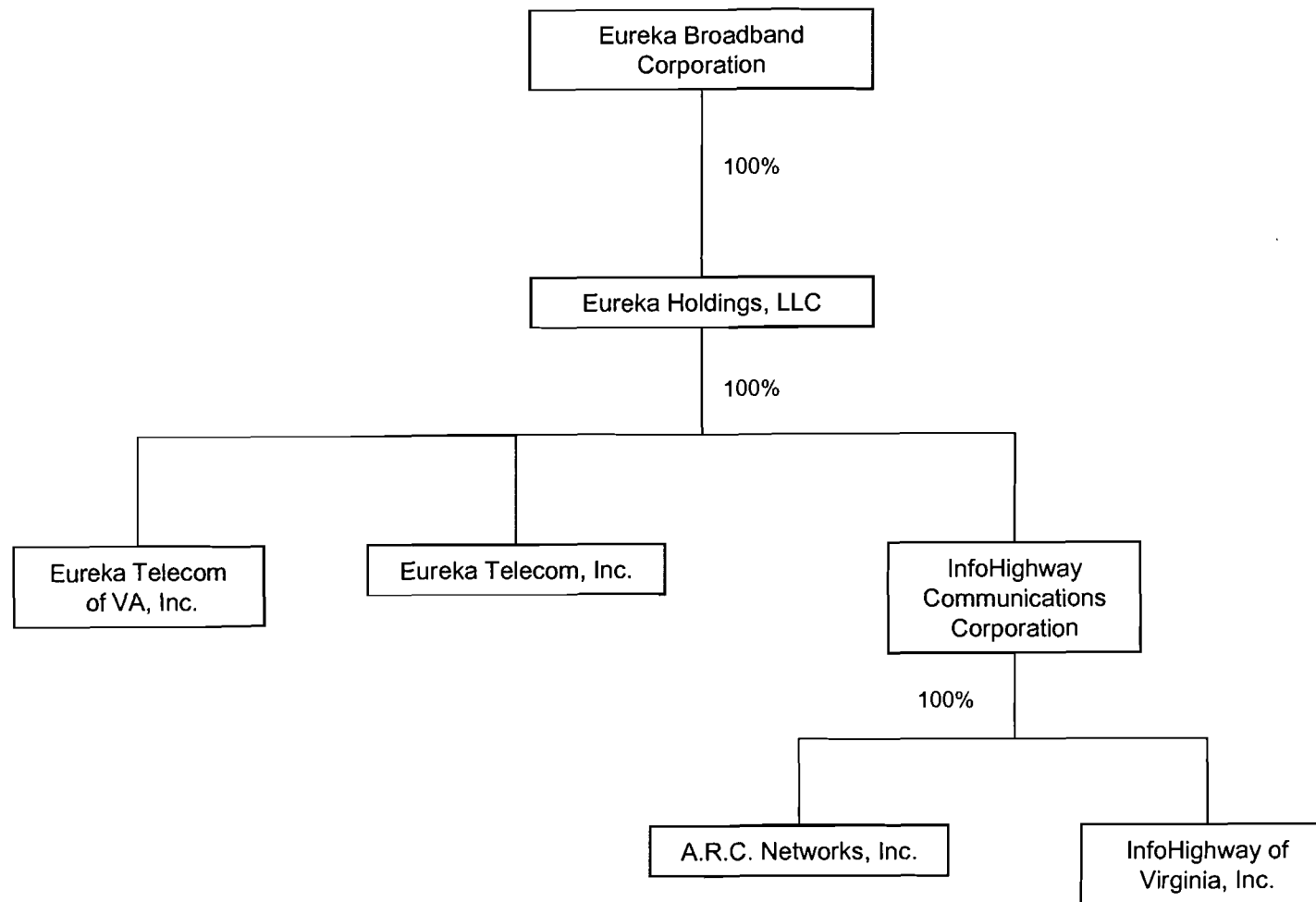
LIST OF EXHIBITS

Exhibit A	Pre- and Post-Transaction Corporate Structure Chart
Exhibit B	Agreement CONFIDENTIAL - Filed Under Seal
Exhibit C	Management Biographies
Exhibit D	Broadview Holding Financial Statements CONFIDENTIAL - Filed Under Seal
Verifications	

Exhibit A

Pre- and Post-Transaction Corporate Structure Chart

Pre-Transaction Corporate Structure of Eureka Broadband Corporation



Post-Transaction Corporate Structure

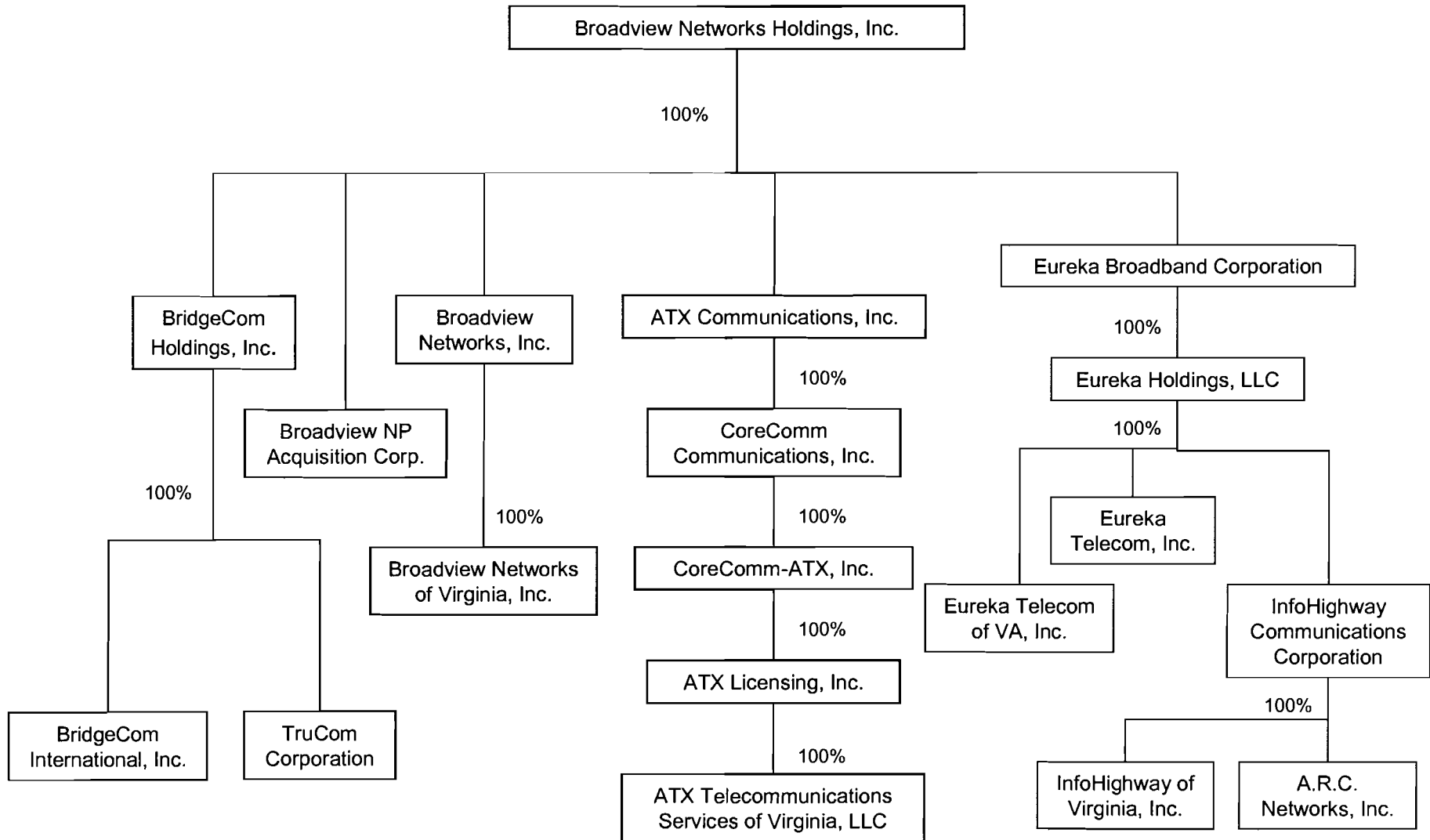


Exhibit B

Agreement

[CONFIDENTIAL - Filed Under Seal]

Exhibit C

Management Biographies

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.

Exhibit D

Broadview Holding Financial Statements

CONFIDENTIAL - Filed Under Seal

Verifications

STATE OF NEW YORK

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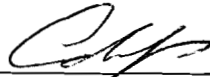
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ss:

CITY OF NEW YORK

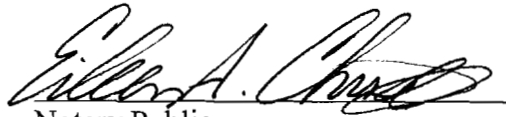
VERIFICATION

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 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.



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: March 8, 2007

ELLEN A. CHRISTIE
Notary Public, State of New York
No. 01043009314
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires March 8, 2007

STATE OF NEW YORK §
 § 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. 02R6013491
QUALIFIED IN WESTCHESTER COUNTY
MY COMMISSION EXPIRES 9/21/2009