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T.R.A. DOCKET ROOM

October 22, 2007

By Overnight Delivery

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

Re: Docket No. 07-00221 – Joint Petition of Broadview Networks Holdings, Inc., ATX Licensing, Inc. and A.R.C. Networks, Inc. for Indirect Transfer of Control Response to Data Request No. 1

Dear Chairman Jones:

On behalf of Broadview Networks Holdings, Inc., ATX Licensing, Inc. and A.R.C. Networks, Inc. (collectively "Petitioners"), enclosed for filing are an original and thirteen (13) copies of the Petitioners' response to Data Request No. 1 in the above cited docket issued on October 4, 2007.

Please date stamp the extra copy of this filing and return it in the envelope provided. Should you have any questions, please do not hesitate to contact Jeff Strenkowski at (202) 373-6002.

Respectfully submitted,

Catherine Wang
Jeffrey Strenkowski

Enclosure

Cc: Carlos Black (TRA) (via email)

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**BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee**

October 22, 2007

In the Matter of the Joint Petition of)

**BROADVIEW NETWORKS HOLDINGS, INC.,)
A.R.C. NETWORKS, INC.)**

and)

ATX LICENSING, INC)

Docket No. 07-00221

For the Indirect Transfer of Control of the)
Joint Petitioners and to Encumber Utility Property)
_____)

**RESPONSES TO TENNESSEE REGULATORY AUTHORITY'S
DATA REQUEST NO. 1**

Broadview Networks Holdings, Inc. ("Broadview"), ATX Licensing, Inc. ("ATX") and A.R.C. Networks, Inc. ("A.R.C.") (collectively, "Petitioners") by undersigned counsel, hereby provide the following responses to the Tennessee Regulatory Authority's ("TRA") Data Request No. 1 in the above-referenced docket:

- 1. Have the Petitioners filed similar petitions or notices in other states? If so, provide a listing of states and actions taken.**

ANSWER: Petitioners (and/or their other local affiliates Broadview Networks, Inc., Broadview NP Acquisition Corp., BridgeCom International, Inc., TruCom Corporation, Eureka Telecom, Inc., Broadview Networks of Virginia, Inc., ATX Telecommunications Services of Virginia, LLC, InfoHighway of Virginia, Inc., and Eureka Telecom of VA, Inc.) have filed similar petitions/applications in the following states: California, Delaware, District of

Columbia, Georgia, Indiana, Minnesota, New Jersey, New York, Pennsylvania, Texas, Virginia, and West Virginia. All requests for approvals are pending.

Further, Petitioners (and/or their local affiliates Broadview Networks, Inc., Broadview NP Acquisition Corp., BridgeCom International, Inc., and Eureka Telecom, Inc.) have filed notification letters concerning the change of control with the following states: Alabama, Arizona, Arkansas, Colorado, Connecticut, Florida, Idaho, Illinois, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Mexico, North Carolina, North Dakota, Oklahoma, Oregon, Rhode Island, South Carolina, Texas, Utah, Vermont, Washington and Wisconsin.

- 2. Have the Petitioners filed a similar petition with the FCC? If so, list any action taken and the associated docket number. If a schedule to complete the review of your application has been established, provide such with your response.**

ANSWER: Petitioners and their affiliates MCG Capital Corporation, Broadview Networks, Inc., Broadview NP Acquisition Corp., BridgeCom International, Inc., TruCom Corporation, Eureka Telecom, Inc., Broadview Networks of Virginia, Inc., ATX Telecommunications Services of Virginia, LLC, InfoHighway of Virginia, Inc., and Eureka Telecom of VA, Inc. filed with the FCC a combined Domestic and International 214 application for the change of control of authorized domestic and international section 214 carriers. The docket number for the domestic 214 application is WC Docket No. 07-224 (comments are due October 23, 2007; reply comments are due October 30, 2007; automatic approval expected November 8, 2007). The docket numbers for the international 214 application are: ITC-T/C-20071001-00399 (ATX) and ITC-T/C-20071001-00398 (A.R.C.). No procedural schedule has been established yet for these dockets.

3. Have the Petitioners applied for approval of the requested financing from any federal agency? Have they notified any federal agency? If so, what is the status of any such petition or notification?

ANSWER: Petitioners have not sought approval for the requested financing from any federal agency.

4. Provide the number of customers that AXT Licensing, Inc. ("ATX") currently have in Tennessee.

ANSWER: ATX currently has approximately thirty eight (38) customers in Tennessee.

5. Provide the number of customers that A.R.C. Networks, Inc. ("A.R.C.") currently have in Tennessee.

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

6. Provide an organizational chart of Broadview Networks Holdings, Inc., ATX, and A.R.C. before and after the transfer.

ANSWER: Please see Attachment 1.

7. Provide a copy of the terms and conditions for the financing transactions described in the *Petition*.

ANSWER: Although the Petitioners have described how the proposed transactions may be undertaken and the amount of equity and debt financing involved, Broadview Holdings is still in the planning stages for the proposed transactions and final terms are being negotiated. Therefore, the Petitioners do not yet have final agreements to provide the Commission and may not have finalized agreements until shortly before the transactions occur. In order to be prepared for a possible transfer of control resulting from the proposed transactions and for Petitioners to provide a guaranty and/or pledge their assets for the debt financing arrangements, Petitioners seek pre-approval from the Authority (and from the Federal Communications Commission and similar regulatory agencies in other states) to undertake the transactions in the manner described in the *Petition*, so that once the final details of the transactions are

determined, Petitioners will have all regulatory approvals required to promptly complete the transactions. To the extent necessary, Broadview Holdings will file a copy of the final agreement when it is available.

8. Will any Tennessee assets be pledged as collateral for debt issued?

ANSWER: Although A.R.C. and ATX may pledge its assets in connection with the financing arrangements of Broadview Holdings, A.R.C. and ATX does not have any assets located in Tennessee.

Should you have any questions concerning this information, please do not hesitate to contact us.

Respectfully submitted,



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Counsel for Petitioners

Dated: October 22, 2007