



Making Connections That Make a Difference.

September 4, 2009

800 Westchester Avenue
Suite N501
Rye Brook, NY 10573

2009 SEP -8 PM 1:08

T.R.A. DOCKET ROOM

VIA OVERNIGHT COURIER AND ELECTRONIC MAIL

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

Re: Joint Application for Authority to Transfer
Customer Base Among Affiliated Entities

09-00130

Dear Ms. Dillon:

Following up on conversations with you and Ms. Faust, enclosed for filing with the Tennessee Regulatory Authority, please find an original and four (4) copies of the Joint Application of Broadview Networks, Inc., ATX Licensing, Inc. and A.R.C. Networks, Inc. d/b/a InfoHighway for Authority to Transfer Customer Base Among Affiliated Entities. On August 28, 2009, the parties filed an Application for Customer Transfer Notice Pre-approval with the TRA. Please incorporate that earlier filing into the docket for this Joint Application in order that Exhibits 1 and 2 of the Pre-Approval Application may form a part of the record in this matter as well.

A check in the amount of \$50.00, representing the remainder of the statutory filing fee for the Joint Application, has also been forwarded to the TRA today by overnight courier.

To the extent you have any questions concerning this Joint Application, or if you would like additional information, please do not hesitate to contact me at (240) 461-0412 or at channan@broadviewtel.com.

Many thanks for your assistance in this matter.

Sincerely yours,

Catherine M. Hannan

Catherine M. Hannan

Enclosures

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY**

In the Matter of the Joint Application of)	
)	
BROADVIEW NETWORKS, INC.,)	
)	
ATX LICENSING, INC., and)	Docket No.
)	
A.R.C. NETWORKS, INC. d/b/a)	
INFOHIGHWAY)	
)	
For Authority to Transfer Customer Base)	
Among Affiliated Entities)	

JOINT APPLICATION

COMES NOW Broadview Networks, Inc. ("Broadview"), ATX Licensing, Inc. ("ATX") and A.R.C. Networks, Inc. d/b/a InfoHighway ("A.R.C."), (together, "Applicants"), pursuant to the statutes, rules and regulations of the Tennessee Regulatory Authority ("TRA"), and hereby respectfully request authority to migrate a substantial portion of the customers of ATX and A.R.C. to Broadview on or before October 5, 2009. ATX and A.R.C. will retain its authorization to provide telecommunications services in Tennessee in order to provide service to those customers not migrated to Broadview. In support of this Joint Application, Applicants state as follows:

I. DESCRIPTION OF THE PARTIES

Broadview is a New York corporation with headquarters located at 800 Westchester Avenue, Suite N-501, Rye Brook, New York 10573. Broadview is a wholly-owned subsidiary of Broadview Networks Holdings, Inc. In Tennessee, Broadview is authorized to provide local exchange and interexchange services pursuant to TRA Order, Docket No. 09-00050 (August 4, 2000). Further information regarding

Broadview has been previously submitted to the TRA, is therefore a matter of public record, and is incorporated herein by reference.

ATX is a Delaware corporation with headquarters located at 800 Westchester Avenue, Suite N-501, Rye Brook, New York 10573. ATX is an indirect wholly-owned subsidiary of Broadview Networks Holdings, Inc. In Tennessee, ATX is authorized to provide interexchange services pursuant to TRA Order, Docket No. 00-00089 (March 14, 2000). Further information regarding ATX has been previously submitted to the TRA, is therefore a matter of public record, and is incorporated herein by reference.

A.R.C. Networks, Inc. d/b/a InfoHighway is a New York corporation with headquarters located at 800 Westchester Avenue, Suite N-501, Rye Brook, New York 10573. A.R.C. is also an indirect wholly-owned subsidiary of Broadview Networks Holdings, Inc. In Tennessee, A.R.C. is authorized to provide interexchange services pursuant to TRA Order, Docket No. 02-01168 (December 2, 2002). Further information regarding A.R.C. has been previously submitted to the TRA, is therefore a matter of public record, and is incorporated herein by reference.

II. DESCRIPTION OF THE ACTION TO BE TAKEN

Following Broadview's grant of local and long distance operating authority by the TRA, in order to better and more efficiently serve customers of the various carriers within the Broadview corporate family as Broadview moves forward with its broad array of Tennessee telecommunications service offerings, Applicants desire to consolidate substantial portions of the existing long distance customer bases of ATX and A.R.C. under the Broadview name. This will both solidify the service provider identity in Tennessee and allow the companies to realize certain synergies with respect to customer

customers in Tennessee were also provided to the TRA on that date. Applicants respectfully request the inclusion of those previously-filed materials into the instant docket.

Applicants have distributed the notice of the customer base consolidation to ATX and A.R.C. Tennessee long distance customers on August 26, 2009; this will provide more than thirty (30) days' notice to such customers of the proposed October 5, 2009, transfer date. Applicants believe the text of the customer notice to be fully compliant with TRA rules and regulations as drafted and request expedited confirmation of that conclusion by the TRA.

As required by Tenn. Comp. R. & Regs. 1220-4-2-.56(2)(d), the proposed customer notice describes the customer base consolidation and explains that unless the customer selects another telecommunications provider, the customer's telecommunications service will be transferred to Broadview on the date specified in the notice. The notice also advises customers that they will not be charged any fee in connection with the transfer to Broadview or to any other selected service provider, nor will any early termination fees be imposed. The notice advises customers that Broadview will provide affected customers a thirty (30) day written notice of any rate increase that may affect their service up to ninety (90) days of the transfer. ATX and A.R.C. have forwarded the customer notice to their respective customers by U.S. First Class mail, with the logo and name of the current provider displayed on the letterhead and exterior envelope.

III. CONTACTS

Questions or any correspondence, orders, or other materials should be directed to:

Catherine M. Hannan
Broadview Networks, Inc.
800 Westchester Avenue, Suite N-501
Rye Brook, NY 10573
Telephone: (240) 461-0412
Facsimile: (347) 287-0223
E-mail: channan@broadviewtel.com

IV. PUBLIC INTEREST CONSIDERATIONS

The consolidation of substantial portions of the ATX and A.R.C. customer base into the Broadview customer base will enable Broadview to increase its efficiency and lower its costs of operation. These operating efficiencies will allow Broadview to better serve its customers, as well as the former customers of its operating company affiliates, and future customers.

V. CONCLUSION

For the foregoing reasons, the Parties respectfully submit that the public interest, convenience and necessity would be furthered by a grant of this Application on an expedited basis.

Respectfully submitted,



Catherine M. Hannan
channan@broadviewtel.com

On behalf of

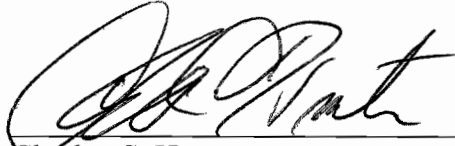
Broadview Networks, Inc.
ATX Licensing, Inc. and
A.R.C. Networks, Inc. d/b/a InfoHighway

September 4, 2009

VERIFICATION


State of New York)
)
County of Westchester) ss.

I, Charles C. Hunter, being duly sworn according to law, depose and say that I am Executive Vice President and General Counsel of Broadview Networks Holdings, Inc., and its operating subsidiary, Broadview Networks, Inc. ("Broadview"); that I am authorized to and do make this Verification for it; that the facts set forth in the above Joint Application are true and correct to the best of my knowledge, information and belief, and that I expect Broadview to be able to prove the same at any hearing hereof; and that Broadview understands that, if the contents of the Joint Application are found to be false or to contain misrepresentations, any authority granted may be suspended or revoked. I further depose and say that the authority to submit the notice has been properly granted.



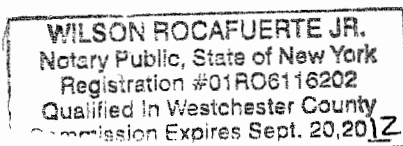
Charles C. Hunter

Subscribed and sworn before me this 2ND day of SEPTEMBER, 2009.



Notary Public

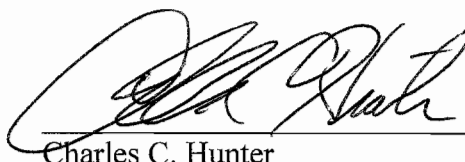
My Commission expires:



VERIFICATION

State of New York)
)
County of Westchester) ss.

I, Charles C. Hunter, being duly sworn according to law, depose and say that I am Executive Vice President and General Counsel of Broadview Networks Holdings, Inc., and its operating subsidiary, ATX Licensing, Inc. ("ATX"); that I am authorized to and do make this Verification for it; that the facts set forth in the above Joint Application are true and correct to the best of my knowledge, information and belief, and that I expect ATX to be able to prove the same at any hearing hereof; and that ATX understands that, if the contents of the Joint Application are found to be false or to contain misrepresentations, any authority granted may be suspended or revoked. I further depose and say that the authority to submit the notice has been properly granted.



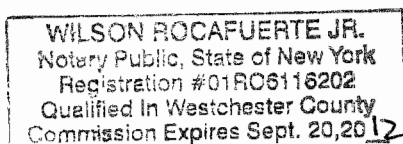
Charles C. Hunter

Subscribed and sworn before me this 2ND day of SEPTEMBER, 2009.



Notary Public

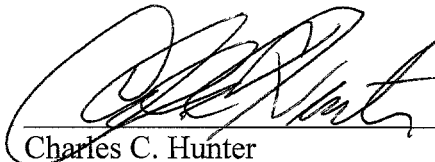
My Commission expires:



VERIFICATION


State of New York)
)
County of Westchester) ss.

I, Charles C. Hunter, being duly sworn according to law, depose and say that I am Executive Vice President and General Counsel of Broadview Networks Holdings, Inc., and its operating subsidiary, A.R.C. Networks, Inc. d/b/a InfoHighway ("A.R.C."); that I am authorized to and do make this Verification for it; that the facts set forth in the above Joint Application are true and correct to the best of my knowledge, information and belief, and that I expect A.R.C. to be able to prove the same at any hearing hereof; and that A.R.C. understands that, if the contents of the Joint Application are found to be false or to contain misrepresentations, any authority granted may be suspended or revoked. I further depose and say that the authority to submit the notice has been properly granted.



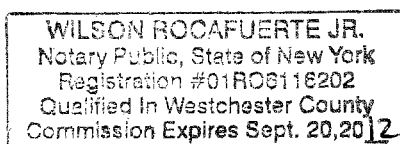
Charles C. Hunter

Subscribed and sworn before me this 2ND day of SEPTEMBER, 2009.



Notary Public

My Commission expires:





Making Connections That Make a Difference.

800 Westchester Avenue
Suite N501
Rye Brook, NY 10573
RECEIVED

2009 AUG 31 AM 11:26

T.R.A. DOCKET ROOM

August 28, 2009

VIA OVERNIGHT COURIER AND ELECTRONIC MAIL

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

Re: Application for customer transfer notice pre-approval

Dear Ms. Dillon:

Enclosed for filing with the Tennessee Regulatory Authority, please find an original and four (4) copies of the Joint Application of Broadview Networks, Inc., ATX Licensing, Inc. ("ATX") and A.R.C. Networks d/b/a InfoHighway ("A.R.C.") for pre-approval of customer notification letter and approval of sufficient customer notice in connection with the proposed transfer of a portion of the Tennessee long distance customer bases of ATX and A.R.C., in accordance with TRA Rules and Regulations.

The filing has also today been filed electronically with the Docketing Office of the TRA.

A check in the amount of \$25.00 representing the statutory filing fee for the Joint Application has also been forwarded to the TRA today by overnight courier.

To the extent you have any questions concerning the Joint Application, or if you would like additional information, please do not hesitate to contact me at (240) 461-0412 or at channan@broadviewtel.com.

Respectfully submitted,

Catherine M. Hannan

Catherine M. Hannan

Enclosures

CATHERINE M. HANNAN
12704 CHESNEY LN
BOWIE, MD 20715

4693

15-122/540
BRANCH 00203

Aug. 28, 2009 Date

Pay to the
Order of Massachusetts Registry Authority \$ 25.00
Twenty-five ⁰⁰/₁₀₀ Dollars



WACHOVIA

Wachovia Bank, N.A.
wachovia.com

For trademark to arbitration Catherine M. Hannan MP

⑆054001220⑆1010182906545⑈ 4693

Harford Clarke

BEFORE THE
TENNESSEE REGULATORY AUTHORITY

In the Matter of the Joint Application of)	
)	
BROADVIEW NETWORKS, INC.,)	
)	
ATX LICENSING, INC., and)	Docket No.
)	
A.R.C. NETWORKS, INC. d/b/a)	
INFOHIGHWAY)	
)	
For pre-approval of customer notification letter and)	
Approval of sufficient customer notice pertaining)	
To customer base transfer)	

JOINT APPLICATION

COMES NOW Broadview Networks, Inc. ("Broadview"), ATX Licensing, Inc. ("ATX") and A.R.C. Networks, Inc. d/b/a InfoHighway ("A.R.C."), (together, "Applicants"), pursuant to Tennessee Regulatory Authority ("TRA") rule 1220-4-2-.56(2)(d)(2), seeking pre-approval of the attached customer notification letter and approval of sufficient customer notice pertaining to the proposed customer base transfer of certain long distance customers of ATX and A.R.C. to Broadview, as more fully described herein. In support of this Joint Application, Applicants state as follows:

I. DESCRIPTION OF THE PARTIES

Broadview is a New York corporation with headquarters located at 800 Westchester Avenue, Suite N-501, Rye Brook, New York 10573. Broadview is a wholly-owned subsidiary of Broadview Networks Holdings, Inc. In Tennessee, Broadview is authorized to provide local exchange and interexchange services pursuant to TRA Order, Docket No. 09-00050 (August 4, 2000). Further information regarding Broadview has been previously submitted to the TRA, is therefore a matter of public record, and is incorporated herein by reference.

ATX is a Delaware corporation with headquarters located at 800 Westchester Avenue, Suite N-501, Rye Brook, New York 10573. ATX is an indirect wholly-owned subsidiary of Broadview Networks Holdings, Inc. In Tennessee, ATX is authorized to provide interexchange services pursuant to TRA Order, Docket No. 00-00089 (March 14, 2000). Further information regarding ATX has been previously submitted to the TRA, is therefore a matter of public record, and is incorporated herein by reference.

A.R.C. Networks, Inc. d/b/a InfoHighway is a New York corporation with headquarters located at 800 Westchester Avenue, Suite N-501, Rye Brook, New York 10573. A.R.C. is also an indirect wholly-owned subsidiary of Broadview Networks Holdings, Inc. In Tennessee, A.R.C. is authorized to provide interexchange services pursuant to TRA Order, Docket No. 02-01168 (December 2, 2002). Further information regarding A.R.C. has been previously submitted to the TRA, is therefore a matter of public record, and is incorporated herein by reference.

II. DESCRIPTION OF THE ACTION TO BE TAKEN

Following Broadview's grant of local and long distance operating authority by the TRA, in order to better and more efficiently serve customers of the various carriers within the Broadview corporate family as Broadview moves forward with its broad array of Tennessee telecommunications service offerings, Applicants desire to consolidate substantial portions of the existing long distance customer bases of ATX and A.R.C. under the Broadview name. This will both solidify the service provider identity in Tennessee and allow the companies to realize certain synergies with respect to customer service, repair and other teams. This customer base consolidation will ultimately increase the efficiency of operations to the benefit of all existing, as well as future, customers in Tennessee.

Following this consolidation, Broadview will continue to provide services to these migrated customers under the same rates, terms and conditions currently provided by ATX, Eureka and NP Acquisition respectively. The migration of customers between operating affiliates will not cause any service disruptions; thus, the planned transfer will be entirely seamless and transparent to customers. The transaction will have no affect on the remaining customers of ATX or A.R.C. Except for the transferred customer, there will be no transfer of assets from ATX or A.R.C. to Broadview.

Applicants have been in close contact with potentially affected long distance customers and will continue to devote dedicated service teams to responding to customer inquiries concerning the proposed transfer. Furthermore, in keeping with TRA and FCC rules, all potentially affected customers will receive at least thirty (30) days' advance notice of the proposed customer base consolidation. It is anticipated, however, that certain long distance customers – for business reasons of their own – will choose to remain with ATX and/or A.R.C., as the case made be. Accordingly, ATX and A.R.C. intend to retain their respective authorizations to provide telecommunications services in Tennessee in order to provide service to their customers not migrated to Broadview.

Attached, in satisfaction of Tenn. Comp. R. & Regs. 1220-4-2-.56(2)(d), is Applicants' Exhibit 1, a copy of the self-certification letter filed by Applicants with the FCC in Docket No. 00-257 on August 28, 2009. For the TRA's convenience, separate copies of the proposed notice to ATX and A.R.C. long distance customers in Tennessee are also set forth at Exhibit 2 hereto.

Applicants have distributed the notice of the customer base consolidation to ATX and A.R.C. Tennessee long distance customers on August 26, 2009; this will provide more than thirty (30) days' notice to such customers of the proposed October 5, 2009, transfer date. Applicants

believe the text of the customer notice to be fully compliant with TRA rules and regulations as drafted and request expedited confirmation of that conclusion by the TRA.

As required by Tenn. Comp. R. & Regs. 1220-4-2-.56(2)(d), the proposed customer notice describes the customer base consolidation and explains that unless the customer selects another telecommunications provider, the customer's telecommunications service will be transferred to Broadview on the date specified in the notice. The notice also advises customers that they will not be charged any fee in connection with the transfer to Broadview or to any other selected service provider, nor will any early termination fees be imposed. The notice advises customers that Broadview will provide affected customers a thirty (30) day written notice of any rate increase that may affect their service up to ninety (90) days of the transfer. ATX and A.R.C. have forwarded the customer notice to their respective customers by U.S. First Class mail, with the logo and name of the current provider displayed on the letterhead and exterior envelope.

WHEREFORE, Applicants respectfully request that the Tennessee Regulatory Authority grant this Joint Application, pre-approving the attached customer notification letter and deeming that sufficient customer notice of the proposed customer base consolidation has been given, and for such further and other relief as the Tennessee Regulatory Authority deems fair and equitable.

Respectfully submitted,

A handwritten signature in black ink that reads "Catherine M. Hannan". The script is cursive and fluid.

Catherine M. Hannan
channan@broadviewtel.com

On behalf of

Broadview Networks, Inc.
ATX Licensing, Inc. and
A.R.C. Networks, Inc. d/b/a InfoHighway

August 28, 2009

EXHIBIT 1

FCC Self-Certification Letter, Docket No. 00-257



Making Connections That Make a Difference.

800 Westchester Avenue
Suite N501
Rye Brook, NY 10573

August 28, 2008

Ms. Marlene Dortch, Secretary
Federal Communications Commission
445 – 12th Street, S.W.
Washington, D.C. 20554

Re: Broadview Networks, Inc.
Notification re: Acquisition of Maryland and Tennessee Customers of
ATX Licensing, Inc., A.R.C. Networks, Inc., Eureka Telecom, Inc., and
Broadview NP Acquisition Corp.

Dear Ms. Dortch:

Broadview Networks, Inc. ("Broadview"), a wholly-owned subsidiary of Broadview Networks Holdings, Inc., hereby notifies the Commission, pursuant to 47 C.F.R. § 64.1120(e), of the pending transfer of a portion of the Maryland and Tennessee customer bases of ATX Licensing, Inc. ("ATX"), A.R.C. Networks, Inc. d/b/a InfoHighway ("A.R.C."), Eureka Telecom, Inc. d/b/a InfoHighway Communications ("Eureka") and Broadview NP Acquisition Corp. ("NP Acquisition").

Names of the Parties to the Transaction: The acquiring carrier is Broadview Networks, Inc. The customers will be acquired from ATX, A.R.C., Eureka, and NP Acquisition. Broadview, ATX, A.R.C., Eureka and NP Acquisition are sister companies, all wholly-owned, directly or indirectly, by Broadview Networks Holdings, Inc.

Types of Telecommunications Services Provided to Affected Customers: The services being provided to the customers being transferred include local and long distance services of ATX and Eureka in the State of Maryland; long distance services of NP Acquisition in the State of Maryland and long distance services of ATX and A.R.C. in the State of Tennessee.

Date of the Transfer: The Parties anticipate that the proposed migration will occur on or about October 5, 2009.

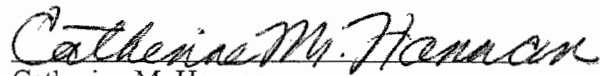
Certification of Compliance: Broadview certifies by this verified letter that it is completing the transaction in compliance with the requirement to provide advance subscriber notice in accordance with §64.1120(e)(3).

Ms. Marlene Dortch, Secretary
August 28, 2009
Page 2

Copy of Notice Sent to Affected Subscribers: A copy of the notice the parties have sent to affected subscribers, in compliance with the amended rules, is appended hereto.

Questions regarding this filing may be directed to the undersigned.

Respectfully submitted,

A handwritten signature in cursive script that reads "Catherine M. Hannan".

Catherine M. Hannan
Broadview Networks, Inc.
800 Westchester Avenue, 5th Floor
Rye Brook, NY 10573

On behalf of
Broadview Networks, Inc.
ATX Licensing, Inc.
A.R.C. Networks, Inc. d/b/a InfoHighway
Eureka Telecom, Inc. d/b/a InfoHighway
Communications and
Broadview NP Acquisition Corp.

**COPY OF MARYLAND
CUSTOMER NOTIFICATIONS**

Date: _____

To Our Valued Customers:

As you are aware, ATX became part of the Broadview Networks corporate family more than a year ago. Over the past year, we have been working diligently to integrate the ATX and Broadview operating systems to provide you the best communications services possible. Having successfully completed this integration, we have recently requested regulatory approval to transfer your account and services from the former ATX entity to the new combined ATX/Broadview entity. As a result, on or after October 5, 2009, Broadview Networks will become your new telecommunications provider.

This transfer will not affect your current service. Your telephone numbers will all remain the same and you will continue to enjoy all of the features, terms and conditions of service, including the current pricing, that you enjoy today. No carrier change charges will be applied in connection with your transfer to the new combined entity. **NO ACTION ON YOUR PART IS REQUIRED.**

As the new Broadview Networks, we look forward to being able to serve you with even more capabilities than before, while ensuring the same high levels of insight, attention and care that you have come to expect from ATX. In fact, we are confident that the combination of ATX and Broadview creates an even more competitive, responsive partner for your business. Of course, you always have the option of selecting another carrier, but there is no need to take any action to maintain your service with Broadview Networks.

We thank you for your loyalty and we appreciate the continued opportunity to provide you with the highest value in competitive telecommunications and network services.

Please note the following:

- If you have placed a “freeze” on your ATX service, it will be lifted to implement the transfer of your account and services to Broadview Networks. At your request, we can re-establish freeze protection for you after the transfer is complete.
- If you wish to transfer to a different service provider as a result of this customer base consolidation, you will not incur a PIC Change charge to do so, nor will you incur any early termination charges.
- For all questions, billing requests, repairs or service needs, please call 800-562-4206 to reach a service professional. Please use this number for any issues you may have experienced prior to or during the transfer of your account.
- Notice of any future changes in rates or terms and conditions of service will be promptly provided to you as required by law.

Broadview Networks | 1-800-220-4900 | www.broadviewnet.com

Date: _____

To Our Valued Customers:

As you are aware, Eureka Telecom, Inc. d/b/a InfoHighway Communications (“Eureka”) became part of the Broadview Networks corporate family more than a year ago. Over the past year, we have been working diligently to integrate the Eureka and Broadview operating systems to provide you the best communications services possible. Having successfully completed this integration, we have recently requested regulatory approval to transfer your account and services from the former Eureka entity to the new combined Eureka/Broadview entity. As a result, on or after October 5, 2009, Broadview Networks will become your new telecommunications provider.

This transfer will not affect your current service. Your telephone numbers will all remain the same and you will continue to enjoy all of the features, terms and conditions of service, including the current pricing, that you enjoy today. No carrier change charges will be applied in connection with your transfer to the new combined entity. **NO ACTION ON YOUR PART IS REQUIRED.**

As the new Broadview Networks, we look forward to being able to serve you with even more capabilities than before, while ensuring the same high levels of insight, attention and care that you have come to expect from Eureka. In fact, we are confident that the combination of Eureka and Broadview creates an even more competitive, responsive partner for your business. Of course, you always have the option of selecting another carrier, but there is no need to take any action to maintain your service with Broadview Networks.

We thank you for your loyalty and we appreciate the continued opportunity to provide you with the highest value in competitive telecommunications and network services.

Please note the following:

- If you have placed a “freeze” on your Eureka service, it will be lifted to implement the transfer of your account and services to Broadview Networks. At your request, we can re-establish freeze protection for you after the transfer is complete.
- If you wish to transfer to a different service provider as a result of this customer base consolidation, you will not incur a PIC Change charge to do so, nor will you incur any early termination charges.
- For all questions, billing requests, repairs or service needs, please call 800-562-4206 to reach a service professional. Please use this number for any issues you may have experienced prior to or during the transfer of your account.
- Notice of any future changes in rates or terms and conditions of service will be promptly provided to you as required by law.

Broadview Networks | 1-800-220-4900 | www.broadviewnet.com

Date: _____

To Our Valued Customers:

As you are aware, Broadview NP Acquisition Corp. ("NP Acquisition") became part of the Broadview Networks corporate family more than a year ago. Over the past year, we have been working diligently to integrate the NP Acquisition and Broadview operating systems to provide you the best communications services possible. Having successfully completed this integration, we have recently requested regulatory approval to transfer your account and services from the former NP Acquisition entity to the new combined NP Acquisition/Broadview entity. As a result, on or after October 5, 2009, Broadview Networks will become your new telecommunications provider.

This transfer will not affect your current service. Your telephone numbers will all remain the same and you will continue to enjoy all of the features, terms and conditions of service, including the current pricing, that you enjoy today. No carrier change charges will be applied in connection with your transfer to the new combined entity. **NO ACTION ON YOUR PART IS REQUIRED.**

As the new Broadview Networks, we look forward to being able to serve you with even more capabilities than before, while ensuring the same high levels of insight, attention and care that you have come to expect from NP Acquisition. In fact, we are confident that the combination of NP Acquisition and Broadview creates an even more competitive, responsive partner for your business. Of course, you always have the option of selecting another carrier, but there is no need to take any action to maintain your service with Broadview Networks.

We thank you for your loyalty and we appreciate the continued opportunity to provide you with the highest value in competitive telecommunications and network services.

Please note the following:

- If you have placed a "freeze" on your NP Acquisition service, it will be lifted to implement the transfer of your account and services to Broadview Networks. At your request, we can re-establish freeze protection for you after the transfer is complete.
- If you wish to transfer to a different service provider as a result of this customer base consolidation, you will not incur a PIC Change charge to do so, nor will you incur any early termination charges.
- For all questions, billing requests, repairs or service needs, please call 800-562-4206 to reach a service professional. Please use this number for any issues you may have experienced prior to or during the transfer of your account.
- Notice of any future changes in rates or terms and conditions of service will be promptly provided to you as required by law.

Broadview Networks | 1-800-220-4900 | www.broadviewnet.com

**COPY OF TENNESSEE
CUSTOMER NOTIFICATIONS**

Date: _____

To Our Valued Customers:

As you are aware, ATX became part of the Broadview Networks corporate family more than a year ago. Over the past year, we have been working diligently to integrate the ATX and Broadview operating systems to provide you the best communications services possible. Having successfully completed this integration, we have recently requested regulatory approval to transfer your account and services from the former ATX entity to the new combined ATX/Broadview entity. As a result, on or after October 5, 2009, Broadview Networks will become your new telecommunications provider.

This transfer will not affect your current service. Your telephone numbers will all remain the same and you will continue to enjoy all of the features, terms and conditions of service, including the current pricing, that you enjoy today. No carrier change charges will be applied in connection with your transfer to the new combined entity. **NO ACTION ON YOUR PART IS REQUIRED.**

As the new Broadview Networks, we look forward to being able to serve you with even more capabilities than before, while ensuring the same high levels of insight, attention and care that you have come to expect from ATX. In fact, we are confident that the combination of ATX and Broadview creates an even more competitive, responsive partner for your business. Of course, you always have the option of selecting another carrier, but there is no need to take any action to maintain your service with Broadview Networks.

We thank you for your loyalty and we appreciate the continued opportunity to provide you with the highest value in competitive telecommunications and network services.

Please note the following:

- If you have placed a “freeze” on your ATX service, it will be lifted to implement the transfer of your account and services to Broadview Networks. At your request, we can re-establish freeze protection for you after the transfer is complete.
- If you wish to transfer to a different service provider as a result of this customer base consolidation, you will not incur a PIC Change charge to do so, nor will you incur any early termination charges.
- For all questions, billing requests, repairs or service needs, please call 800-562-4206 to reach a service professional. Please use this number for any issues you may have experienced prior to or during the transfer of your account.
- Broadview Networks will provide you a thirty (30) day written notice of any rate increase that may affect your service up to ninety (90) days from the date of transfer of your account.

Broadview Networks | 1-800-220-4900 | www.broadviewnet.com

Date: _____

To Our Valued Customers:

As you are aware, A.R.C. Networks, Inc. d/b/a InfoHighway (A.R.C.) became part of the Broadview Networks corporate family more than a year ago. Over the past year, we have been working diligently to integrate the A.R.C. and Broadview operating systems to provide you the best communications services possible. Having successfully completed this integration, we have recently requested regulatory approval to transfer your account and services from the former A.R.C. entity to the new combined A.R.C./Broadview entity. As a result, on or after October 5, 2009, Broadview Networks will become your new telecommunications provider.

This transfer will not affect your current service. Your telephone numbers will all remain the same and you will continue to enjoy all of the features, terms and conditions of service, including the current pricing, that you enjoy today. No carrier change charges will be applied in connection with your transfer to the new combined entity. **NO ACTION ON YOUR PART IS REQUIRED.**

As the new Broadview Networks, we look forward to being able to serve you with even more capabilities than before, while ensuring the same high levels of insight, attention and care that you have come to expect from A.R.C. In fact, we are confident that the combination of A.R.C. and Broadview creates an even more competitive, responsive partner for your business. Of course, you always have the option of selecting another carrier, but there is no need to take any action to maintain your service with Broadview Networks.

We thank you for your loyalty and we appreciate the continued opportunity to provide you with the highest value in competitive telecommunications and network services.

Please note the following:

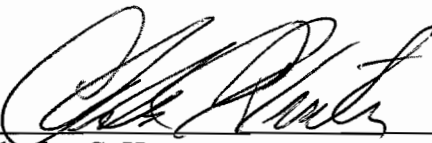
- If you have placed a “freeze” on your A.R.C. service, it will be lifted to implement the transfer of your account and services to Broadview Networks. At your request, we can re-establish freeze protection for you after the transfer is complete.
- If you wish to transfer to a different service provider as a result of this customer base consolidation, you will not incur a PIC Change charge to do so, nor will you incur any early termination charges.
- For all questions, billing requests, repairs or service needs, please call 800-562-4206 to reach a service professional. Please use this number for any issues you may have experienced prior to or during the transfer of your account.
- Broadview Networks will provide you a thirty (30) day written notice of any rate increase that may affect your service up to ninety (90) days from the date of transfer of your account.

Broadview Networks | 1-800-220-4900 | www.broadviewnet.com

VERIFICATION

State of New York)
)
County of Westchester) ss.

I, Charles C. Hunter, being duly sworn according to law, depose and say that I am Executive Vice President and General Counsel of Broadview Networks Holdings, Inc., and its operating subsidiary, Broadview Networks, Inc. ("Broadview"); that I am authorized to and do make this Verification for it; that the facts set forth in the above notice are true and correct to the best of my knowledge, information and belief, and that I expect Broadview to be able to prove the same at any hearing hereof; and that Broadview understands that, if the contents of the notice are found to be false or to contain misrepresentations, any authority granted may be suspended or revoked. I further depose and say that the authority to submit the notice has been properly granted.



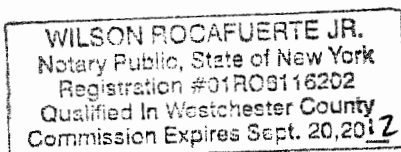
Charles C. Hunter

Subscribed and sworn before me this 26th day of August, 2009.



Notary Public

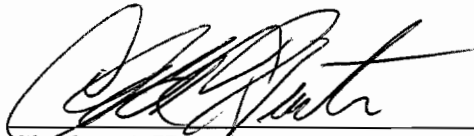
My Commission expires:



VERIFICATION


State of New York)
)
County of Westchester) ss.

I, Charles C. Hunter, being duly sworn according to law, depose and say that I am Executive Vice President and General Counsel of Broadview Networks Holdings, Inc., and its operating subsidiary, ATX Licensing, Inc. ("ATX"); that I am authorized to and do make this Verification for it; that the facts set forth in the above notice are true and correct to the best of my knowledge, information and belief, and that I expect ATX to be able to prove the same at any hearing hereof; and that ATX understands that, if the contents of the notice are found to be false or to contain misrepresentations, any authority granted may be suspended or revoked. I further depose and say that the authority to submit the notice has been properly granted.



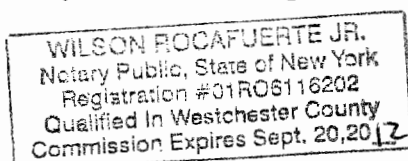
Charles C. Hunter

Subscribed and sworn before me this 26th day of AUGUST, 2009.



Notary Public

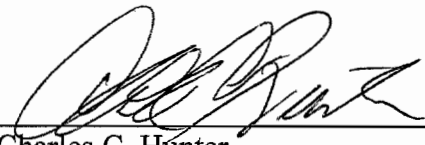
My Commission expires:



VERIFICATION

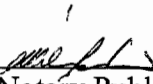
State of New York)
)
County of Westchester) ss.

I, Charles C. Hunter, being duly sworn according to law, depose and say that I am Executive Vice President and General Counsel of Broadview Networks Holdings, Inc., and its operating subsidiary, A.R.C. Networks, Inc. d/b/a InfoHighway ("A.R.C."); that I am authorized to and do make this Verification for it; that the facts set forth in the above Joint Application are true and correct to the best of my knowledge, information and belief, and that I expect A.R.C. to be able to prove the same at any hearing hereof; and that A.R.C. understands that, if the contents of the Joint Application are found to be false or to contain misrepresentations, any authority granted may be suspended or revoked. I further depose and say that the authority to submit the notice has been properly granted.



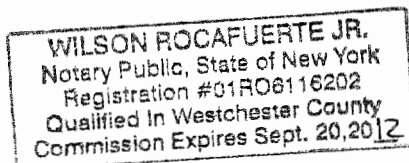
Charles C. Hunter

Subscribed and sworn before me this 26th day of AUGUST, 2009.



Notary Public

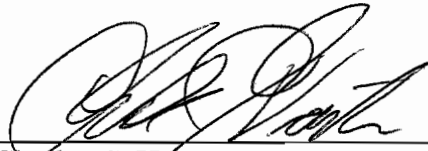
My Commission expires:



VERIFICATION


State of New York)
)
County of Westchester) ss.

I, Charles C. Hunter, being duly sworn according to law, depose and say that I am Executive Vice President and General Counsel of Broadview Networks Holdings, Inc., and its operating subsidiary, Eureka Telecom, Inc. ("Eureka"); that I am authorized to and do make this Verification for it; that the facts set forth in the above notice are true and correct to the best of my knowledge, information and belief, and that I expect Eureka to be able to prove the same at any hearing hereof; and that Eureka understands that, if the contents of the notice are found to be false or to contain misrepresentations, any authority granted may be suspended or revoked. I further depose and say that the authority to submit the notice has been properly granted.



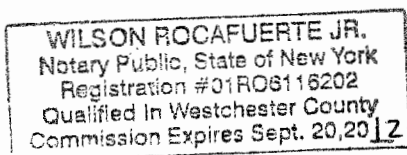
Charles C. Hunter

Subscribed and sworn before me this 26th day of AUGUST, 2009.



Notary Public

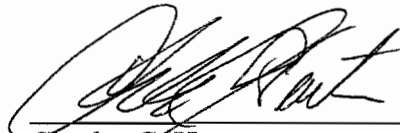
My Commission expires:



VERIFICATION

State of New York)
)
County of Westchester) ss.

I, Charles C. Hunter, being duly sworn according to law, depose and say that I am Executive Vice President and General Counsel of Broadview Networks Holdings, Inc., and its operating subsidiary, Broadview N.P. Acquisition Corp. ("NP Acquisition"); that I am authorized to and do make this Verification for it; that the facts set forth in the above notice are true and correct to the best of my knowledge, information and belief, and that I expect NP Acquisition to be able to prove the same at any hearing hereof; and that NP Acquisition understands that, if the contents of the notice are found to be false or to contain misrepresentations, any authority granted may be suspended or revoked. I further depose and say that the authority to submit the notice has been properly granted.



Charles C. Hunter

Subscribed and sworn before me this 26th day of August, 2009.



Notary Public

My Commission expires:

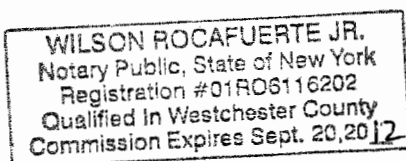


EXHIBIT 2

Proposed ATX Licensing, Inc. and
A.R.C. Networks, Inc. Tennessee Customer Notices

Date: _____

To Our Valued Customers:

As you are aware, ATX became part of the Broadview Networks corporate family more than a year ago. Over the past year, we have been working diligently to integrate the ATX and Broadview operating systems to provide you the best communications services possible. Having successfully completed this integration, we have recently requested regulatory approval to transfer your account and services from the former ATX entity to the new combined ATX/Broadview entity. As a result, on or after October 5, 2009, Broadview Networks will become your new telecommunications provider.

This transfer will not affect your current service. Your telephone numbers will all remain the same and you will continue to enjoy all of the features, terms and conditions of service, including the current pricing, that you enjoy today. No carrier change charges will be applied in connection with your transfer to the new combined entity. **NO ACTION ON YOUR PART IS REQUIRED.**

As the new Broadview Networks, we look forward to being able to serve you with even more capabilities than before, while ensuring the same high levels of insight, attention and care that you have come to expect from ATX. In fact, we are confident that the combination of ATX and Broadview creates an even more competitive, responsive partner for your business. Of course, you always have the option of selecting another carrier, but there is no need to take any action to maintain your service with Broadview Networks.

We thank you for your loyalty and we appreciate the continued opportunity to provide you with the highest value in competitive telecommunications and network services.

Please note the following:

- If you have placed a “freeze” on your ATX service, it will be lifted to implement the transfer of your account and services to Broadview Networks. At your request, we can re-establish freeze protection for you after the transfer is complete.
- If you wish to transfer to a different service provider as a result of this customer base consolidation, you will not incur a PIC Change charge to do so, nor will you incur any early termination charges.
- For all questions, billing requests, repairs or service needs, please call 800-562-4206 to reach a service professional. Please use this number for any issues you may have experienced prior to or during the transfer of your account.
- Broadview Networks will provide you a thirty (30) day written notice of any rate increase that may affect your service up to ninety (90) days from the date of transfer of your account.

Broadview Networks | 1-800-220-4900 | www.broadviewnet.com

Date: _____

To Our Valued Customers:

As you are aware, A.R.C. Networks, Inc. d/b/a InfoHighway (A.R.C.) became part of the Broadview Networks corporate family more than a year ago. Over the past year, we have been working diligently to integrate the A.R.C. and Broadview operating systems to provide you the best communications services possible. Having successfully completed this integration, we have recently requested regulatory approval to transfer your account and services from the former A.R.C. entity to the new combined A.R.C./Broadview entity. As a result, on or after October 5, 2009, Broadview Networks will become your new telecommunications provider.

This transfer will not affect your current service. Your telephone numbers will all remain the same and you will continue to enjoy all of the features, terms and conditions of service, including the current pricing, that you enjoy today. No carrier change charges will be applied in connection with your transfer to the new combined entity. **NO ACTION ON YOUR PART IS REQUIRED.**

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We thank you for your loyalty and we appreciate the continued opportunity to provide you with the highest value in competitive telecommunications and network services.

Please note the following:

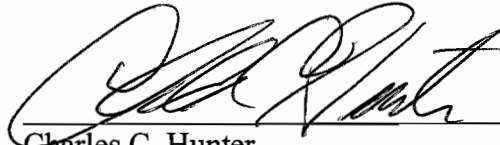
- If you have placed a “freeze” on your A.R.C. service, it will be lifted to implement the transfer of your account and services to Broadview Networks. At your request, we can re-establish freeze protection for you after the transfer is complete.
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- Broadview Networks will provide you a thirty (30) day written notice of any rate increase that may affect your service up to ninety (90) days from the date of transfer of your account.

Broadview Networks | 1-800-220-4900 | www.broadviewnet.com

VERIFICATION

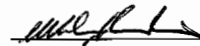
State of New York)
)
County of Westchester) ss.

I, Charles C. Hunter, being duly sworn according to law, depose and say that I am Executive Vice President and General Counsel of Broadview Networks Holdings, Inc., and its operating subsidiary, Broadview Networks, Inc. ("Broadview"); that I am authorized to and do make this Verification for it; that the facts set forth in the above Joint Application are true and correct to the best of my knowledge, information and belief, and that I expect Broadview to be able to prove the same at any hearing hereof; and that Broadview understands that, if the contents of the Joint Application are found to be false or to contain misrepresentations, any authority granted may be suspended or revoked. I further depose and say that the authority to submit the notice has been properly granted.



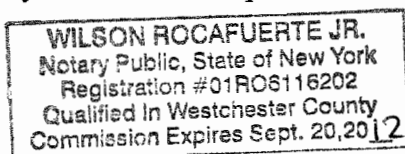
Charles C. Hunter

Subscribed and sworn before me this 26th day of AUGUST, 2009.



Notary Public


My Commission expires:



VERIFICATION

State of New York)
)
County of Westchester) ss.

I, Charles C. Hunter, being duly sworn according to law, depose and say that I am Executive Vice President and General Counsel of Broadview Networks Holdings, Inc., and its operating subsidiary, ATX Licensing, Inc. ("ATX"); that I am authorized to and do make this Verification for it; that the facts set forth in the above Joint Application are true and correct to the best of my knowledge, information and belief, and that I expect ATX to be able to prove the same at any hearing hereof; and that ATX understands that, if the contents of the Joint Application are found to be false or to contain misrepresentations, any authority granted may be suspended or revoked. I further depose and say that the authority to submit the notice has been properly granted.



Charles C. Hunter

Subscribed and sworn before me this 26th day of AUGUST, 2009.



Notary Public


My Commission expires:

WILSON ROCAFUERTE JR.
Notary Public, State of New York
Registration #01RO6116202
Qualified in Westchester County
Commission Expires Sept. 20, 2012

VERIFICATION

State of New York)
)
County of Westchester) ss.

I, Charles C. Hunter, being duly sworn according to law, depose and say that I am Executive Vice President and General Counsel of Broadview Networks Holdings, Inc., and its operating subsidiary, A.R.C. Networks, Inc. d/b/a InfoHighway ("A.R.C."); that I am authorized to and do make this Verification for it; that the facts set forth in the above Joint Application are true and correct to the best of my knowledge, information and belief, and that I expect A.R.C. to be able to prove the same at any hearing hereof; and that A.R.C. understands that, if the contents of the Joint Application are found to be false or to contain misrepresentations, any authority granted may be suspended or revoked. I further depose and say that the authority to submit the notice has been properly granted.



Charles C. Hunter

Subscribed and sworn before me this 26th day of August, 2009.



Notary Public

My Commission expires:

