



Making Connections That Make a Difference

800 Westchester Ave.
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Rye Brook, NY 10573
914-922-7589
Fax 347-287-0223

September 29, 2009

**VIA ELECTRONIC TRANSMISSION AND
OVERNIGHT COURIER**

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

filed electronically in docket office on 09/29/09

Re: Docket No. 09-0013: 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
Responses to Data Request No. 1

Dear Ms. Dillon:

Set forth below, please find the responses of the above-referenced entities to your Data Request No. 1, issued September 17, 2009:

1. Have the applicant filed similar applications or notices in other states? If so, provide a listing of states and actions taken.

On August 28, 2009, the Parties filed a letter/notice with the Maryland Public Service Commission providing details of the proposed customer base consolidation of certain customers of ATX Licensing, Inc., Eureka Telecom, Inc. and Broadview NP Acquisition Corp. into the Broadview Networks customer base. As in Tennessee, ATX, Eureka and NP Acquisition have indicated their intention of retaining their respective operating authorities in order to continue lawfully providing service to a certain small number of customers who have indicated a desire to remain with ATX, Eureka and NP Acquisition rather than being included in the customer base consolidation. Although only a letter/notice filing, and not an application or petition, is required in Maryland, in order to facilitate a full internal record, the Parties have requested that the Maryland PSC issue a Letter Order acknowledging the proposed transfer of customers at the PSC's Regulatory Agenda meeting scheduled for September 30, 2009.

Additionally, in the past, the Parties have made similar Letter/Notice filings and/or have obtained State PUC Orders authorizing the consolidation of all of the other customers of these entities into the Broadview Networks customer base. These actions have been fully consummated over the past year and no further action from any state or federal agency is required in connection therewith.

2. **Have the applicants filed a similar application 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 by the FCC, provide such with your response.**

Attached as Exhibit A is a copy of the Section 64.1120(e)(3) filing of the Parties. This document was filed with the Federal Communications Commission on August 28, 2009. In this submission to the FCC, the Parties provide requisite information, including copies of customer notices, concerning the proposed consolidation of customers within the Broadview Networks customer base with respect to both the State of Tennessee and the State of Maryland. Pursuant to operation of Section 64.1120(e)(3), the proposed customer base consolidation is now deemed "approved" by the Federal Communications Commission and no further FCC action is necessary, nor will any official "Order" issue from the FCC. As set forth in Exhibit A, the Parties indicated to the FCC that the proposed migration would occur on or about October 5, 2009; the Parties anticipated receipt of regulatory approval from the Tennessee Regulatory Authority and the Maryland PSC's Acknowledgement Order by that date. In the event TRA and/or the Maryland PSC documentation of approval of the customer base consolidation is not received prior to October 15, 2009, the Parties will advise the FCC, pursuant to Section 64.1120(e)(2), of the likely anticipated date upon which such approval will be obtained. No customers will be transferred prior to receipt of documentation of approval of the proposed customer base consolidation from the TRA or the Maryland PSC, respectively.

In the event a Section 64.1120(e)(2) notice becomes necessary, the Parties would be happy to forward a copy of that FCC filing to the TRA for inclusion in the record in this Case. For the TRA's convenience, however, both Exhibit A and any subsequent FCC notice, if ultimately required, may be obtained electronically from the FCC's ECFS filing system, www.fcc.gov, Docket No. 00-257.

3. **Provide a copy of the agreement governing the consolidation and customer base transfer to Broadview Networks, Inc. ("Broadview") from ATX Licensing, Inc. ("ATX") and A.R.C. Networks, Inc. d/b/a InfoHighway (A.R.C.). Will utility property owned by ATX and A.R.C. be transferred to Broadview as part of the customer transfer?**

Because these entities are affiliates commonly owned, directly or indirectly, by the same corporate parent, no specific agreement was required in conjunction with the consolidation of customer base transfer. However, this action was authorized by each of the respective Boards of Directors of the respective entities.

Neither ATX nor A.R.C. owns any property in the State of Tennessee; no physical assets of any kind will be transferred by ATX or A.R.C. to Broadview as part of the customer transfer.

4. **Provide the number of customers that both ATX and A.R.C. currently have in Tennessee. Will all customers of ATX and A.R.C. be transferred to Broadview?**

ATX Licensing, Inc. – 34 business long distance customers
A.R.C. Networks, Inc. – 16 business long distance customers.

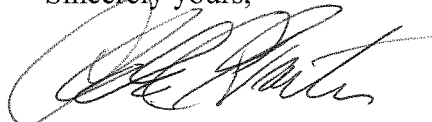
While it is the intention of the Parties that the customer base consolidation should include as many of these customers as possible, any existing ATX or A.R.C. customer which expresses a desire to remain with ATX or A.R.C., respectively, will remain with that original service provider. Additionally, in the event any customer wishes to transfer to a new service provider rather than being included in the customer base consolidation, the Parties will work to facilitate that transfer as per the customer notice.

5. **Provide current organizational charts of the Applicants before and after the transaction.**

Please see Exhibit B. Please note that the organizational charts of the Applicants will not change as a result of the customer base consolidation.

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

Sincerely yours,



Charles C. Hunter
Executive Vice President and General Counsel

Enclosures

EXHIBIT A

Federal Communications Commission
Section 64.1120(e)(3) Filing,
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.

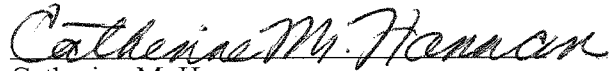
Certification of Compliance: Broadview certifies by this verified letter that it is completing the transaction in compliance with the requirement to provide advance subscriber notice in accordance with §64.1120(e)(3).

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, reading "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.

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.

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:

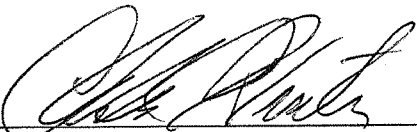
- If you have placed a “freeze” on your A.R.C. service, it will be lifted to implement the transfer of your account and services to Broadview Networks. At your request, we can re-establish freeze protection for you after the transfer is complete.
- If you wish to transfer to a different service provider 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

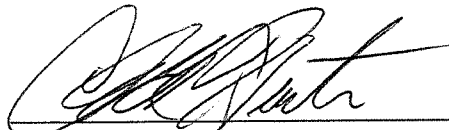
My Commission expires:

WILSON ROCAFUERTE JR.
Notary Public, State of New York
Registration #01RO9116202
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, 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.



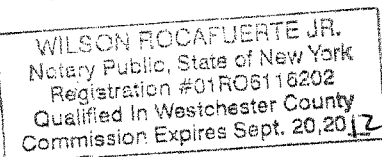
Charles C. Hunter

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



Notary Public


My Commission expires:



VERIFICATION

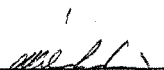
State of New York)
)
County of Westchester) ss.

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.



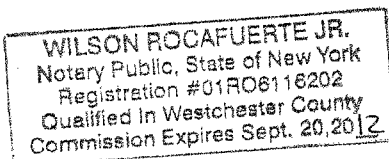
Charles C. Hunter

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



Notary Public

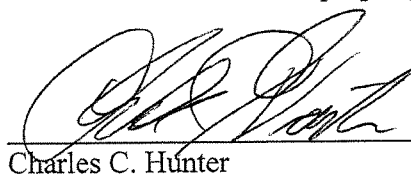
My Commission expires:



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

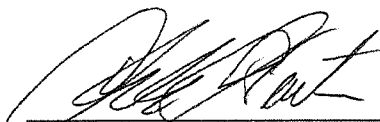
My Commission expires:

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, 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

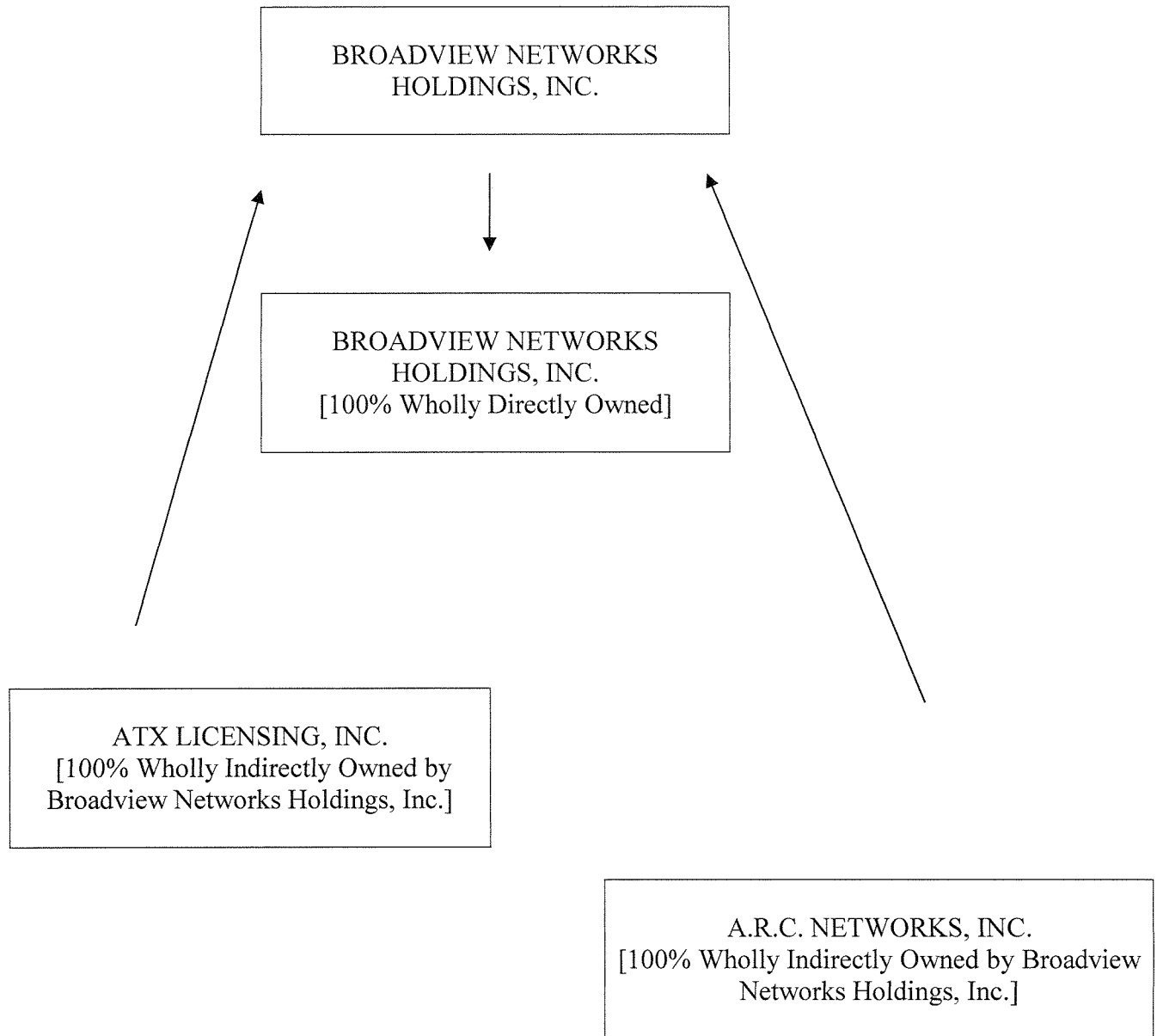
My Commission expires:

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

EXHIBIT B

ORGANIZATIONAL CHART

PRE-CUSTOMER BASE CONSOLIDATION



ORGANIZATIONAL CHART

POST-CUSTOMER BASE CONSOLIDATION

