

WT-080106-0

BINGHAM

Please Date Stamp And Return

Catherine Wang
Katie B. Beshka
Phone: 202.373.6000
Fax: 202.373.6001
catherine.wang@bingham.com
katie.besha@bingham.com

September 28, 2007

Via FedEx and Email

Carole J. Washburn, Executive Secretary
Washington Utilities and Transportation Commission
1300 South Evergreen Park Drive, S.W.
Olympia, WA 98504

Re: Notice of Indirect Transfer of Control of Broadview Networks Holdings, Inc. and its Subsidiaries

Dear Ms. Washburn:

Broadview Networks Holdings, Inc. ("Broadview Holdings"), and its direct and indirect subsidiaries ATX Licensing, Inc. ("ATX") and BridgeCom International, Inc. ("BridgeCom") (collectively, the "Parties"), through undersigned counsel, hereby notify the Washington Utilities and Transportation Commission ("Commission") of a financial transaction that may result in the transfer of ownership control of Broadview Holdings, and the indirect transfer of control of ATX and BridgeCom (these subsidiaries collectively referred to as "Licensees").

Licensees are competitive carriers that hold authority from the Commission to provide telecommunications services. The proposed transactions will be entirely transparent to customers and will not affect the day-to-day operations of the Licensees or their technical or managerial qualifications.

Upon review of Washington statutes and rules, the Parties understand that approval of the transactions by the Commission is not necessary. Accordingly, the Parties submit this filing as a courtesy and to ensure the continuing accuracy of the Commission's records.

In support, the Parties state as follows:

I. DESCRIPTION OF THE PARTIES

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 ATX, BridgeCom, Broadview Networks, Inc., Broadview NP Acquisition Corp., TruCom Corporation, A.R.C. Networks, Inc., and Eureka

RECORDED
07 OCT - 1 AM 9:27

Boston
Hartford
Hong Kong
London
Los Angeles
New York
Orange County
San Francisco
Santa Monica
Silicon Valley
Tokyo
Walnut Creek
Washington

Bingham McCutchen LLP
2020 K Street NW
Washington, DC
20006-1806

T 202.373.6000
F 202.373.6001
bingham.com

A/72223600.1

Carole J. Washburn, Executive Secretary
September 28, 2007
Page 3

For Parties:

Catherine Wang
Katie B. Beshu
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
(202) 373-6000 (Tel)
(202) 373-6001 (Fax)
catherine.wang@bingham.com (Email)
katie.besha@bingham.com (Email)

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

III. DESCRIPTION OF THE TRANSACTIONS

Broadview Holdings plans to issue new stock in an aggregate amount of up to \$500 million through either a private placement or a public offering of Broadview Holdings stock. The proceeds of the stock sale may be used for a variety of business purposes including network expansion, technological upgrades and other capital investments, as well as to provide working capital and defray transaction costs. The proceeds may also be used to repurchase outstanding stock, providing Broadview Holdings' current investors with a potential liquidity event. As a result of the anticipated stock issuance, ownership of Broadview Holdings may be dispersed among multiple new shareholders and control of Broadview Holdings and its subsidiaries and their respective Boards of Directors may be relinquished by its current owners.

The largest of the current owners of Broadview Holdings are Baker Capital (which controls approximately 15%) and MCG Capital Corporation (which controls approximately 47%). No other shareholder currently owns or controls 10% or greater of Broadview Holdings. MCG Capital Corporation controls more than 50.0% of the stock entitled to vote and is contractually entitled to appoint a majority of the Board of Directors of Broadview Holdings.

Following the stock issuance, it is not anticipated that any new shareholder would own 10% or more of Broadview Holdings, although Baker Capital and MCG Capital Corporation may each retain a 10% or greater stake in the Broadview Holdings. The Parties therefore notify the Commission of the indirect transfer of control of Bridgecom, and ATX that may result from these transactions.

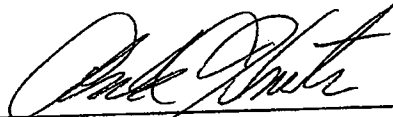
Although the proposed transactions may change the underlying ownership of Broadview Holdings, it is not anticipated that they will change the day-to-day management and operations of Broadview Holdings or its licensed subsidiaries. It is anticipated that current management will remain in place and the Licensees will continue to offer service with no change in the rates or terms and conditions of service. Therefore, any change in ownership is anticipated to be seamless and transparent to consumers in the

STATE OF NEW YORK
COUNTY OF WEST CHESTER

§
§ ss:
§

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., and as the ultimate parent of the following subsidiaries: Broadview Networks, Inc., BridgeCom International, Inc., TruCom Corporation, Broadview NP Acquisition Corp., ATX Licensing, Inc., A.R.C. Networks, Inc., Eureka Telecom, Inc.; that the foregoing filing 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 and subscribed before me this 7 day of September, 2007.



Notary Public

My commission expires 9/21/09

COREY RINKER
NOTARY PUBLIC, STATE OF NEW YORK
No. 02R16013491
QUALIFIED IN WESTCHESTER COUNTY
MY COMMISSION EXPIRES 9/21/2009