

ORIGINAL

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March 7, 2007

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PUBLIC SERVICE  
COMMISSION

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**Via FedEx**

Elizabeth O'Donnell, Executive Director  
Kentucky Public Service Commission  
211 Sower Boulevard  
Frankfort, Kentucky 40602-8294

**Re: Notification of Eureka Broadband Corporation and A.R.C. Networks, Inc.  
For the Indirect Transfer of Control of A.R.C. Networks, Inc. to Broadview  
Networks Holdings, Inc.**

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

Dear Ms. O'Donnell:

Eureka Broadband Corporation ("Eureka Parent"), A.R.C. Networks, Inc. ("A.R.C.") and Broadview Networks Holdings, Inc. ("Broadview Holdings") (collectively, the "Parties"), pursuant to the Orders issued in Administrative Case Nos. 359 and 370 on June 21, 1996 and January 31, 1998, respectively, hereby notify the Kentucky Public Service Commission ("Commission") of a transaction that will result in the transfer of control of A.R.C., subsidiary of Eureka Parent, to Broadview Holdings. A.R.C. is a competitive carrier that holds authority from the Commission to provide telecommunications services. Upon consummation of the transaction, the Parties will notify the Commission that the transaction was completed.

The Parties understand that Commission approval is not required for the transaction described herein. Accordingly, this letter is filed for informational purposes only to ensure the continuing accuracy of the Commission's records. In addition, the Parties state as follows:

**Description Of The Parties**

**A. Eureka Broadband Corporation and A.R.C. Networks, Inc.**

Eureka Parent is a Delaware corporation with offices located at 39 Broadway, New York, New York 10006. Eureka Parent's operating subsidiaries provide integrated communications solutions, including end-to-end voice and data communications solutions primarily to business customers in major markets in the northeastern United States and selected areas of Texas. Among other services, through its indirect wholly owned subsidiaries, Eureka Telecom, Inc., Eureka Telecom of VA, Inc., A.R.C., and InfoHighway of Virginia, Inc. (collectively, "InfoHighway"), InfoHighway offers high-

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quality local and long distance telephone services, point-to-point data services, high-speed Internet services, network design and wiring. The primary operations of InfoHighway are located in the New York City, Boston, and Washington D.C. metropolitan areas. InfoHighway works with property owners to install network infrastructure and offer high-quality services to building tenants. In addition to access services, InfoHighway provides voice and other services to enterprise customers in both on-net and off-net locations. InfoHighway has access to approximately 550 pre-wired buildings, including more than 350 buildings in the New York metro area. InfoHighway holds authority to provide regulated telecommunications services in approximately thirty-four states.

In Kentucky, A.R.C. is authorized to provide interexchange telecommunications services pursuant to its registration and tariff filed with the Commission on August 11, 2004 in Case No. TFS2004-01133.

**B. Broadview Networks Holdings, Inc.**

Broadview Holdings is a privately held Delaware corporation with offices located at 800 Westchester Avenue, Suite N-501, Rye Brook, New York 10573. Broadview Parent is the ultimate parent company of Broadview Networks, Inc. ("Broadview Networks"), Broadview NP Acquisition Corp. ("Broadview NP"), BridgeCom International, Inc. ("BridgeCom"), TruCom Corporation ("TruCom"), and ATX Licensing, Inc. ("ATX"), which provide telecommunications services in multiple states.

Broadview Networks, a New York corporation, is a network-based electronically integrated communications provider which serves small and medium-sized businesses in the northeastern and mid-Atlantic United States. Broadview Networks is authorized to provide competitive telecommunications services in approximately 20 states and holds authority from the FCC to provide international and interstate service.

Broadview NP, BridgeCom, and ATX are Delaware corporations. TruCom is a New York corporation. Broadview NP, BridgeCom and TruCom all have principal offices located at 800 Westchester Avenue, Suite N-501, Rye Brook, New York 10573. ATX has its principal offices in King of Prussia, Pennsylvania. These subsidiaries also hold authorizations to provide competitive telecommunications services in multiple states and authority from the FCC to provide international and interstate services. In Kentucky, ATX is authorized to provide interexchange telecommunications services pursuant to its registration and tariff filed with the Commission on November 19, 2003 (Utility ID 5152400).

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### **Contact Information**

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

#### **For Broadview:**

Catherine Wang  
Brett P. Ferenchak  
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#### **With copies to:**

Charles Hunter  
Executive Vice President and General  
Counsel  
Broadview Networks Holdings, Inc.  
800 Westchester Avenue, Suite N-501  
Rye Brook, NY 10573

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#### **For Eureka Parent:**

Glenn S. Richards  
Pillsbury Winthrop Shaw Pittman LLP  
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Washington, D.C. 20037  
(202) 663-8215 (Tel)  
(202) 513-8006 (Fax)  
glenn.richards@pillsburylaw.com

#### **With copies to:**

Adam Lewis  
Vice President, Finance  
Eureka Broadband Corporation  
39 Broadway  
New York, New York 10006.  
(212) 404-5179 (Tel)  
(212) 404-5199 (Fax)  
alewis@infohighway.com

### **Description Of The Transactions**

Broadview Holdings and Eureka Parent entered into an Agreement and Plan of Merger dated as of February 23, 2007 (the "Agreement") whereby a newly created subsidiary of Broadview Holdings will merge with Eureka Parent, with Eureka Parent surviving. As a result, Broadview Holdings will acquire indirect control of A.R.C. For the Commission's convenience, pre- and post-transaction corporate structure charts are provided as Exhibit A. Immediately following the consummation of the proposed transaction, A.R.C. will continue to offer service with no change in the rates or terms and conditions of service. Further, A.R.C. will continue to provide service to its customers under the same name. Therefore, the transfer of control of A.R.C. will be seamless and transparent to consumers in the State of Kentucky.

Broadview Holdings has the technical, managerial, and financial qualifications to acquire control of A.R.C. Broadview Holdings, through its operating subsidiaries, is a leading regional communications company, operating an advanced telecommunications platform. Broadview Holdings is operated by a highly qualified management team, all of whom have extensive backgrounds in telecommunications.

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**Public Interest Statement**

The Parties submit that the transaction described herein will serve the public interest. The proposed transaction will provide A.R.C. access to Broadview Holdings' substantial technical and management expertise, financial resources and complementary suite of services. Further, the proposed transaction will enable customers of A.R.C. to benefit from Broadview Holdings' national network and broad suite of IP-based services. Together, these benefits are expected to strengthen the ability of A.R.C. to expand their offerings and provide more advanced telecommunications services to a broader customer base in Kentucky. The Parties expect that the proposed acquisition will enable both A.R.C. and Broadview Holdings to strengthen their competitive positions in Kentucky to the benefit of Kentucky consumers and the State's telecommunications marketplace.

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Further, the transaction will be conducted in a manner that will be transparent to customers of A.R.C. The transfer of control of A.R.C. will not result in a change of carrier for customers or any transfer of authorizations. Following consummation of the proposed transaction, A.R.C. will continue to provide high-quality communications services to their customers without interruption and without immediate change in rates, terms or conditions. The Parties emphasize that the proposed indirect transfer of control will be seamless and completely transparent to the customers of A.R.C., and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers.

\* \* \* \*

An original and ten (10) copies of this notification letter are enclosed for filing. Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact us.

Respectfully submitted,



Catherine Wang  
Brett P. Ferenchak

Counsel for Broadview Networks Holdings, Inc.

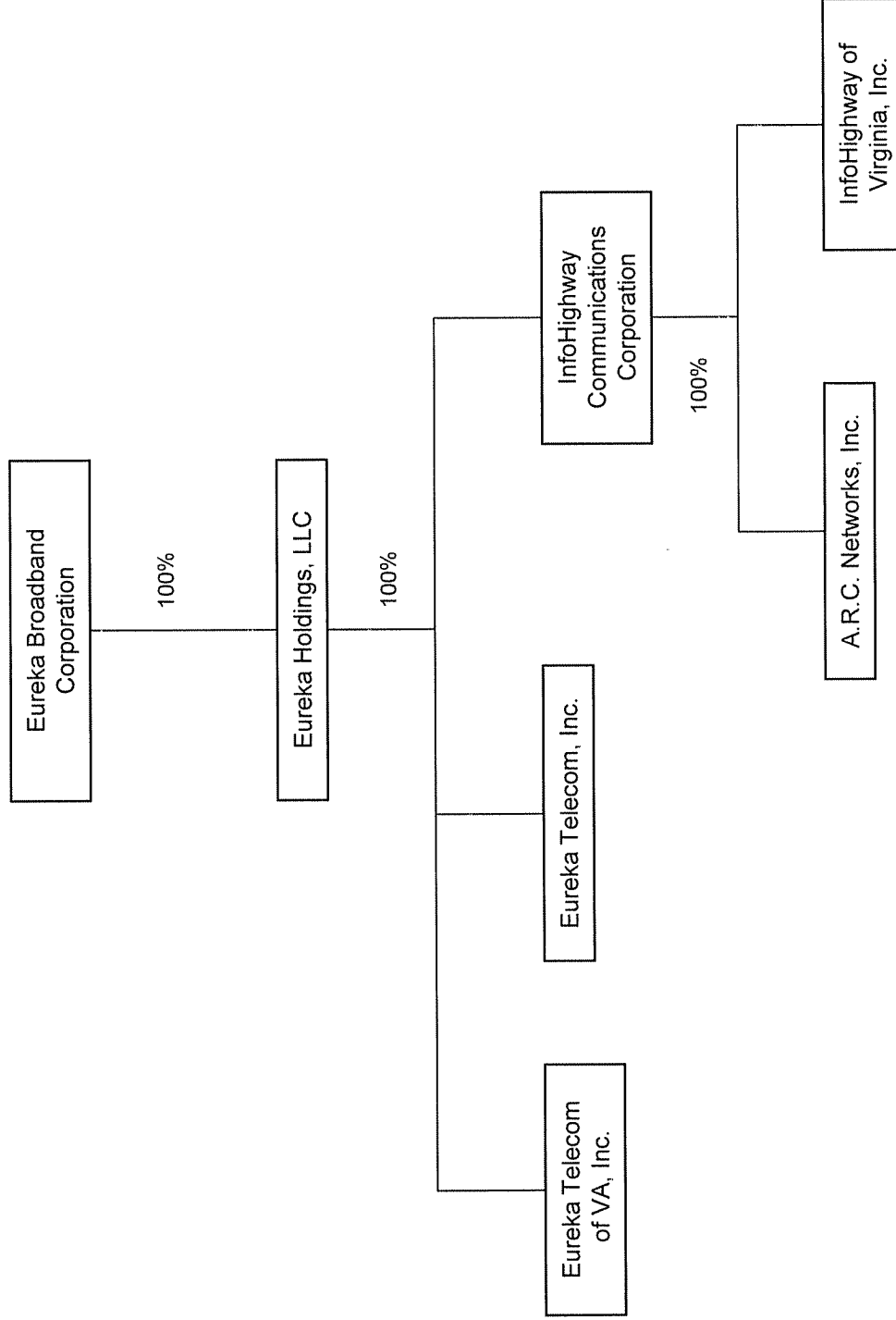
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Counsel for Eureka Broadband Corporation

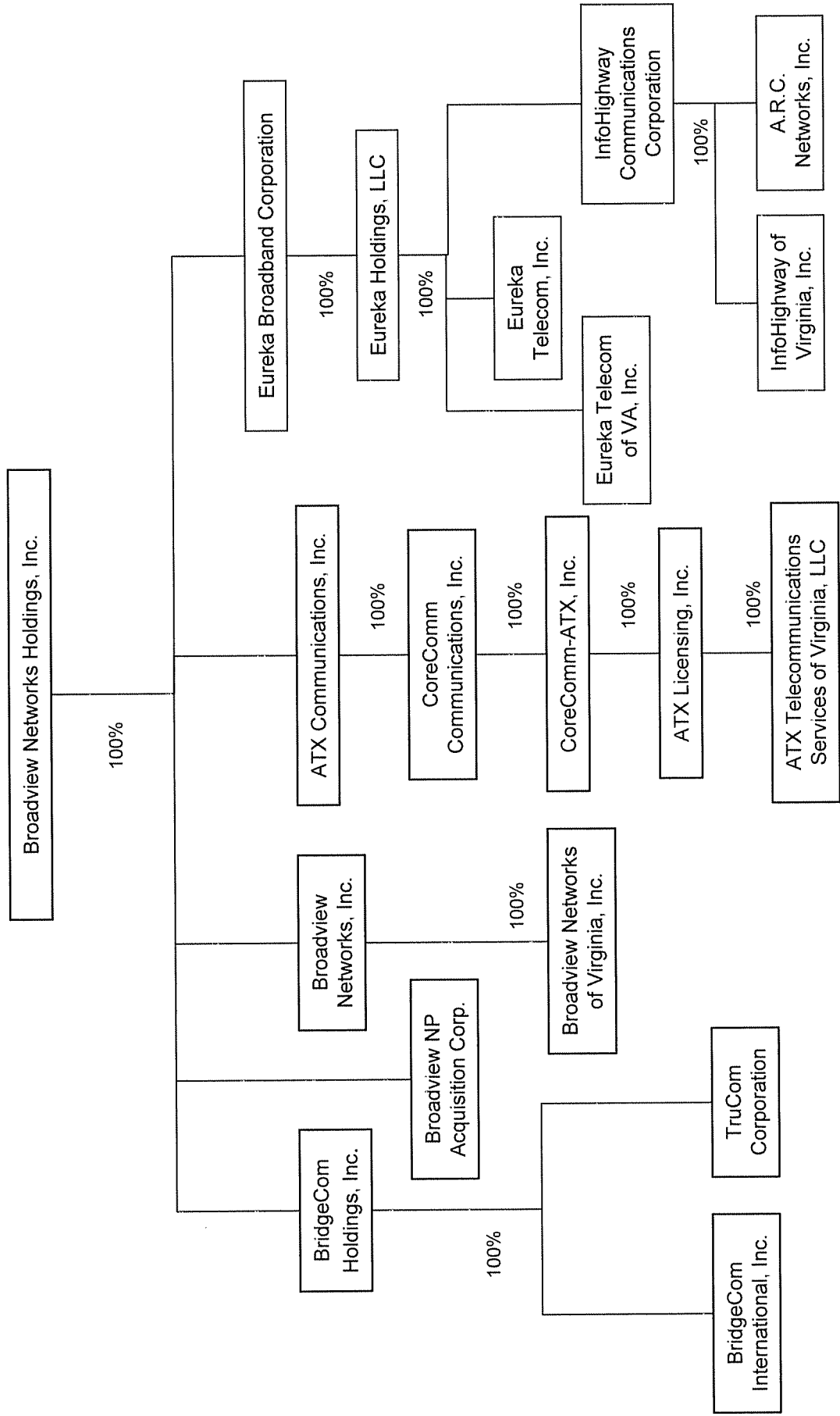
**EXHIBIT A**

**Pre- and Post-Transaction Corporate Structure Chart**

Pre-Transaction Corporate Structure of Eureka Broadband Corporation



## Post-Transaction Corporate Structure



STATE OF NEW YORK           §  
  §        ss:  
CITY OF NEW YORK           §

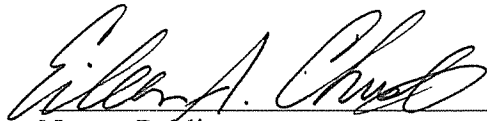
**VERIFICATION**

I, Adam Lewis, state that I am Secretary of A.R.C. Networks, Inc.; that I am authorized to make this Verification on behalf of A.R.C. Networks, Inc.; that the foregoing Notification was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



\_\_\_\_\_  
Name: Adam Lewis  
Title: Secretary  
A.R.C. Networks, Inc.

Sworn and subscribed before me this 21<sup>st</sup> day of February, 2007.



\_\_\_\_\_  
Notary Public

My commission expires: 3/8/07

**EILEEN A. CHRISTIE**  
Notary Public, State of New York  
No. 01CH909314  
Qualified in Richmond County  
Certificate Filed in New York County  
Commission Expires March 8, 2007



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.; that the foregoing Notification was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



Charles Hunter  
Executive Vice President and General Counsel  
Broadview Networks Holdings, Inc.

SWORN TO AND SUBSCRIBED before me on the 15 day of 12, 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