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April 12, 2002

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PUBLIC SERVICE  
COMMISSION

VIA FEDERAL EXPRESS

Mr. Thomas Dorman, Executive Director  
Kentucky Public Service Commission  
211 Sower Boulevard  
Frankfurt, Kentucky 40602-0615

Network Plus (MARK INACTIVE)  
05106600-0510  
22251066-0505

**Re: Notification Regarding the Transfer of Certain Assets, Including the Customer Base, of Network Plus, Inc. to Broadview NP Acquisition Corp. d/b/a Broadview Net Plus, and the Discontinuance of Telecommunications Services by Network Plus, Inc.**

Dear Mr. Dorman:

Network Plus, Inc. ("Network Plus") and Broadview NP Acquisition Corp. d/b/a Broadview Net Plus ("Broadview", and together with Network Plus, the "Parties"), through their undersigned counsel, and pursuant to PSC Order, Admin. Case No. 370, dated January 8, 1998, hereby respectfully notify the Kentucky Public Service Commission ("Commission") of their intent to consummate a transaction arising out of Network Plus's Chapter 11 bankruptcy proceeding which will enable Network Plus's current customers to be transferred to Broadview (or another carrier of their choice) without interruption of service.<sup>1</sup> The actual date for transfer of customers to Broadview and discontinuance of service of Network Plus cannot be determined at this time as completion of the transaction requires various state and federal regulatory approvals. Broadview will notify the Commission when the transaction is complete. In the interim, Network Plus will continue to provide service to its customers.

<sup>1</sup> Network Plus filed for bankruptcy protection on February 4, 2002 with the U.S. Bankruptcy Court for Delaware, and has been operating under the protection of Chapter 11 of the United States Bankruptcy Code (Case No. 02-10341). A Sale Order approving the transaction covered by this letter was entered by the Court on March 20, 2002.

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Pursuant to the terms of the transaction approved on March 20, 2002 by the Bankruptcy Court, Broadview is acquiring certain assets of Network Plus, including most of its customer accounts and contracts and, where applicable, Network Plus's state telecommunications authorizations (the "Transaction"). In Kentucky, by separate application that will be filed in the next several days, Broadview will request authority to provide resold interexchange telecommunication services in Kentucky and will provide service to the former Network Plus customers under this new authorization. Broadview is acquiring the assets, not the stock of Network Plus, so upon completion of the Transaction, Network Plus will no longer be providing telecommunications services in Kentucky, and therefore, Network Plus intends to discontinue the provision of telecommunications services upon the transfer of its customers to Broadview.

Upon review of Kentucky's statutes and Commission rules, the Parties understand that prior Commission approval is not required to complete the asset transfer and service discontinuance described herein. The Parties, therefore, submit this letter for the Commission's information only and requests that it be retained in the appropriate file.

#### The Parties

**Network Plus, Inc.** is a Massachusetts corporation with its principal place of business at 41 Pacella Park Drive, Randolph, MA 02368. Network Plus is a wholly owned operating subsidiary of Network Plus Corp., a Delaware corporation with principal offices at the same address. Network Plus provides communications services primarily to business customers located on the East Coast of the United States. Its services include local exchange service, long distance service, Internet, and private line data services. Network Plus currently is authorized to provide interexchange services virtually nationwide and local exchange services in 17 states and the District of Columbia, including Kentucky. In Kentucky, Network Plus is authorized to provide resold interexchange service pursuant to its authority granted by the Commission on August 24, 1994, in Case No. 94-170.

**Broadview NP Acquisition Corp. d/b/a Broadview Net Plus** is a Delaware corporation incorporated on September 5, 2000, as Broadview Networks Funding, Inc. On March 5, 2002, its name was changed to Broadview NP Acquisition Corp. Broadview is located at 59 Maiden Lane, 27<sup>th</sup> Floor, New York, New York 10038. As noted above, Broadview is applying for authority to provide resold interexchange service in Kentucky so that it can serve the current customers of Network Plus. Broadview is a wholly owned subsidiary of Broadview Networks Holdings, Inc., a corporation that was originally incorporated in New York in March 1996 and converted to a Delaware corporation in July 1998. Its principal office and place of business is also located at 59 Maiden Lane, 27<sup>th</sup> Floor, New York, New York 10038.

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Broadview Networks Holdings, Inc. has another wholly owned operating subsidiary located at the same address, Broadview Networks, Inc., a New York corporation incorporated in June 1991 and currently authorized to provide telecommunications services in 17 states. Broadview Networks, Inc. is an electronically integrated communications provider, or e-ICP, that offers high-speed Internet access and services using digital subscriber line, or DSL, technology, data services, and local, long distance, and international voice service to small and medium-sized businesses, small office/home office customers, and communications-intensive residential consumers in the northeastern region of the United States. Broadview Networks, Inc. is certificated to provide local and interexchange services in 19 states, not including Kentucky. An organizational chart showing the structure of Broadview upon completion of the Transaction is appended hereto as *Exhibit A*.

#### The Transaction

After its inception in 1990, Network Plus grew quickly and enjoyed early success. The sudden collapse of the capital markets for technology companies, as exacerbated by the tragic events of September 11, 2001, however, unexpectedly denied Network Plus continued access to the capital necessary for the continued operation and expansion of its business. As a result, on February 4, 2002, Network Plus filed a petition pursuant to Chapter 11 of the U.S. Bankruptcy Code seeking the protection of the U.S. Bankruptcy Court for Delaware. Although the bankruptcy filing temporarily relieved Network Plus from its debt payment obligations, Network Plus was able to raise only a limited amount of debtor-in-possession financing, and therefore had to pursue a sale strategy on an expedited basis. After intensive negotiations, Network Plus and Broadview agreed that Broadview would acquire substantially all of Network Plus's telecommunications assets and the authorizations and existing customer base associated therewith.<sup>2</sup> After hearings on March 13 and 15, 2002, the Bankruptcy Court entered a Sale Order on March 20, 2002 authorizing Network Plus to carry out the proposed transaction with Broadview.

#### Transfer of Customers

Following completion of the Transaction, Broadview will provide resold interexchange telecommunications services to the former customers of Network Plus. To ensure a seamless transition and avoid customer confusion or inconvenience, the Parties will give written notice to the affected Network Plus customers no later than April 19, 2002, at least thirty (30) days prior to the transfer, explaining the change in service provider in accordance with applicable FCC and

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<sup>2</sup> Some existing resold interexchange customers in other states will not be transferred to Broadview. These customers received notice as required by law on April 8, 2002, to permit them to transfer to another carrier. This notice complied with the FCC's rules for discontinuing service pursuant to Section 63.71 of the FCC's rules.

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state requirements for changing a customer's presubscribed carrier. A copy of the notification letter that will be sent to affected Network Plus customers is appended hereto as *Exhibit B* (which also will note Network Plus's discontinuance of service discussed below). Moreover, as described below, Broadview will continue Network Plus's rates and service arrangements for the Network Plus customers it is acquiring. Thus, Network Plus customers will not experience any change in their rates and service arrangements. As a result, the proposed transfer of customers will be virtually transparent to Network Plus's Kentucky customers in terms of rates, terms, and conditions of services.

#### Discontinuance of Service

As noted previously, upon completion of the Transaction, Network Plus will no longer be providing local exchange or interexchange services in Kentucky and Network Plus, therefore, notifies the Commission of its intent to discontinue service upon the transfer of its customers to Broadview. In Kentucky, Network Plus has approximately one hundred twenty (120) customers. In addition, Network Plus will surrender its telecommunications authorization and tariff effective upon the transfer of its customers to Broadview.

The Parties are complying with the Commission's regulations relating to discontinuance of service and transfers of customer base and, as noted above, will provide notice of the discontinuance and transfer of service to the affected customers of Networks Plus no later than April 19, 2002.<sup>3</sup> A copy of the notification letter giving affected Network Plus customers at least thirty (30) days to select another carrier of their choice, is attached hereto as *Exhibit B*.<sup>4</sup>

#### Impact on the Public

The Parties respectfully submit that the Transaction serves the public interest. In particular, the Parties submit that: (1) the Transaction will eliminate the threat of disruption of service to existing Network Plus customers, who stand at risk of losing service due to Network Plus's financial condition; and (2) the Transaction will increase competition in the Kentucky telecommunications market by strengthening Broadview's position as an effective and multifaceted telecommunications carrier.

The Parties emphasize that, following the transfer, the former Network Plus customers will continue to receive services from an experienced and qualified carrier, which will be

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<sup>3</sup> The exact date for actual discontinuance of Network Plus's service cannot be determined at this time as it is subject to obtaining regulatory approvals for the proposed Transaction.

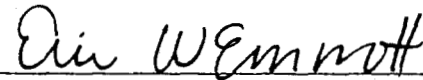
<sup>4</sup> This customer notification complies with the FCC's requirements for changing a customer's presubscribed carrier pursuant to section 64.1120(e) of the FCC's rules and for discontinuing service pursuant to section 63.71 of the FCC's rules.

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consistent with the quality of services currently provided by Network Plus. Further, these customers will be sufficiently notified of the Transaction and their rights. Hence, the public interest will be served by Broadview's provision of services to the transferred Network Plus customers.

It is our understanding that no formal approval of this Transaction is required, and this information if, therefore, being submitted solely to keep the Commission advised and its records current. Also enclosed are ten (10) copies, a duplicate copy of this filing and a self-addressed, postage-paid envelope. Please date-stamp the duplicate upon receipt and return it in the envelope provided. Should you have any questions regarding this filing or believe that further action is required, please contact Erin Emmott at (202) 955-9766.

Respectfully submitted,

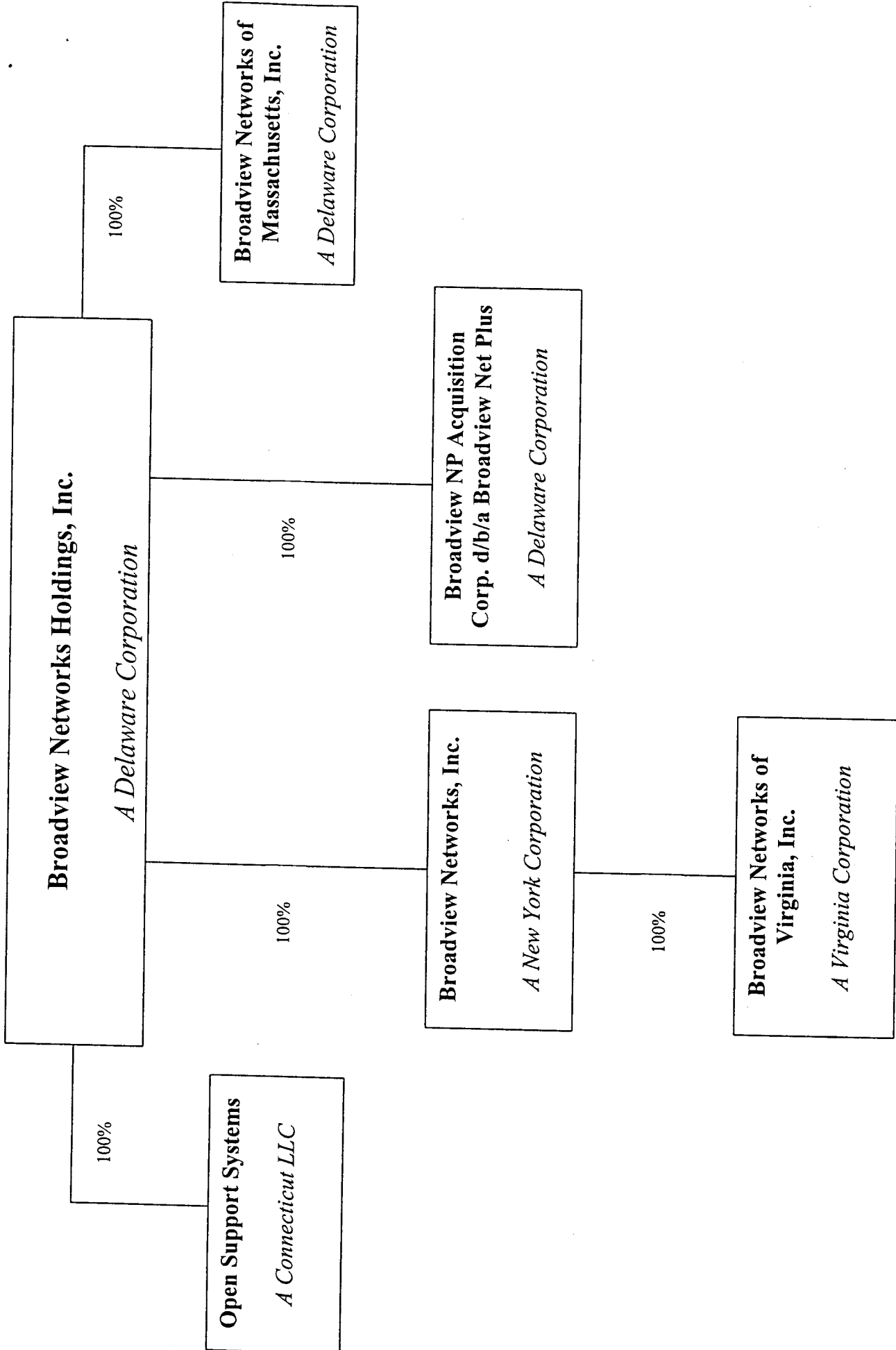


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Counsel for Broadview NP  
Acquisition Corp. d/b/a Broadview  
Net Plus and Network Plus, Inc.

# **EXHIBIT A**

## **Corporate Organizational Chart**



# **EXHIBIT B**

## **Customer Notification**





**Important Notification:**

In compliance with regulatory requirements, we are providing you with the following information. We are requesting approval from regulatory bodies to transfer your account and services from the old Network Plus entity, which is discontinuing service, to the new combined Network Plus and Broadview Networks entity, which will continue to provide you with your telecommunications services. This process will be neither service affecting nor will there will be any fees applied in connection with the transfer to the new combined entity. Your telephone numbers, features, price plans and services will all remain in effect. **NO ACTION ON YOUR PART IS REQUIRED.**

The FCC requires the following notice be provided:

*The FCC will normally authorize this proposed discontinuance of service unless it is shown that customers would be unable to receive service or a reasonable substitute from another carrier or that the public convenience and necessity is otherwise adversely affected. If you wish to object, you should file your comments within 15 days after receipt of this notification. Address them to the Federal Communications Commission, Washington, D.C. 20554, referencing the § 63.71 Application of Network Plus Corp. Comments should include specific information about the impact of the proposed discontinuance upon you or your company, including any inability to acquire reasonable substitute service.*

If you have placed a "freeze" on your Network Plus local or long distance services to prevent their unauthorized transfer to another carrier, it will be lifted in order to implement the transfer. At your request, we can reestablish freeze protection for you after the transfer.

We realize you have a choice of telecommunications carriers, but we're confident you'll find that remaining our customer is the smart choice to meet your needs. You always have the option of selecting another carrier if one is available. To keep your service with the combined Network Plus and Broadview Networks entity you do not need to take any action. We anticipate that the date for the transfer may be as soon as 35 days from the date of this letter or as soon thereafter as the necessary regulatory approvals are obtained.

We thank you for your patience through this process and we appreciate your continued trust in us to provide you with the highest value of competitive telecommunications services.

Please note the following:

- For all questions, billing requests, repairs or service needs including complaints, please continue to dial 1-800-230-6000 to reach your Network Plus service representative.
- When the transfer is complete, Broadview Networks will continue to provide you with all of the features, terms and conditions of service, and current rates that you enjoy today.
- Notice of any future changes in rates, terms and conditions of service will be provided to you as required by law.
- If you have any questions about this process or about Broadview Networks in general, please call 1-877-219-6401, or visit our website at [www.broadviewnet.com](http://www.broadviewnet.com) (NOTE, THE BROADVIEW NETWORKS REPRESENTATIVES WILL NOT HAVE ACCESS TO YOUR ACCOUNT INFORMATION UNTIL THE CHANGE OF OWNERSHIP IS COMPLETE. FOR BILLING, REPAIR AND SERVICE REQUESTS, PLEASE CONTINUE TO DIAL 1-800-230-6000 TO REACH YOUR NETWORK PLUS SERVICE REPRESENTATIVE).

As our valued customer, we thank you for your business!