



Agenda Date: 3/22/07
Agenda Item: IVB

STATE OF NEW JERSEY
Board of Public Utilities
Two Gateway Center
Newark, NJ 07102
www.bpu.state.nj.us

I/M/O VERIFIED PETITION OF BROADVIEW)
NETWORKS, INC., BRIDGECOM)
INTERNATIONAL, INC., TRUCOM)
CORPORATION, BROADVIEW NP)
ACQUISITION CORP. AND ATX LICENSING,)
INC. FOR AUTHORITY TO INCUR DEBT)
AND TO ENCUMBER PUBLIC UTILITY)
PROPERTY)

TELECOMMUNICATIONS

ORDER

DOCKET NO. TF07010004

(SERVICE LIST ATTACHED)

BY THE BOARD:

On January 5, 2007, Broadview Networks, Inc. ("Broadview Networks"), BridgeCom International, Inc. ("BridgeCom"), TruCom Corporation ("TruCom"), Broadview NP Acquisition Corp. ("Broadview NP"), and ATX Licensing, Inc. ("ATX") (collectively, "Petitioners"), filed a petition with the New Jersey Board of Public Utilities ("Board") pursuant to N.J.S.A. 48:3-7 and N.J.S.A. 48:3-9 requesting approval to incur debt obligations of up to \$200 million and to encumber public utility property through the grant of security interests in Petitioners' assets in support of their financing arrangement. Petitioners propose to enter into a financing arrangement in order to finance potential acquisitions, network development and expansion, and for general corporate purposes.

Broadview Networks is a New York corporation with offices located in Rye Brook, NY. Broadview Networks is a wholly owned subsidiary of Broadview Networks Holdings, Inc. ("Broadview Holdings") a privately held Delaware corporation. Broadview Networks 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. In New Jersey, Broadview Networks is authorized to provide facilities-based and resold interexchange and local exchanges services pursuant to authority granted by the Board by Order issued in Docket No. TE99120912, on August 16, 2000.

Broadview Holdings is also the parent company of Broadview NP, BridgeCom, TruCom, and ATX. Broadview NP, BridgeCom and ATX are Delaware corporations. TruCom is a New York corporation. Broadview NP, BridgeCom, TruCom and ATX all have principal offices located in Rye Brook, NY. 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 New Jersey, Broadview NP is authorized to provide interexchange and local exchange services pursuant to authority granted by the Board by Order issued in Docket No. TE02040253, on August 7, 2002. BridgeCom is authorized to provide facilities-based competitive interexchange and local exchange services pursuant to authority granted by the Board by Order issued in Docket No. TE01010040, on February 6, 2002. TruCom is authorized to provide facilities-based competitive interexchange and local exchange services pursuant to authority issued by the Board in Docket No. TE00090630, on March 15, 2001. ATX is authorized to provide resold interexchange and local exchange telecommunications services pursuant the Order issued by the Board in Docket No. TE99070467, on March 29, 2000.

According to the petition, Petitioners propose to participate in certain financing transactions whereby Petitioners' parent company, Broadview Holdings, will issue new bonds with a total aggregate amount of up to \$200 million. Petitioners anticipate that they will guarantee this debt and that the debt will be secured by a lien on Petitioners' assets. Among other things, the funds from the loans will be used to fund potential corporate acquisitions by Broadview Holdings, for working capital and other general corporate purposes of the Petitioners. The latter purposes may include expanding and developing Petitioners' network and operations and making other capital expenditures necessary to execute their strategic business plan.

Petitioners state that approval of the proposed financing arrangements will serve the public interest by enhancing the ability of Petitioners to grow and compete in the highly competitive markets for telecommunications services in New Jersey and nationwide by providing Petitioners with the opportunity to strengthen their competitive position through access to greater financial resources. Approval of the financing transaction described herein is not expected directly to affect in any way Petitioners' ownership, name, or management and will have no negative effects on New Jersey customers or competition. Furthermore, Petitioners state that by increasing the breadth and scope of telecommunications services made available through an increased ability to expand Petitioners' operations, greater access to capital will also strengthen Petitioners' ability to bring competitive telecommunications services to consumers in the State of New Jersey.

After a thorough review of the petition and all related documents, and the recommendation of Board staff, the Board FINDS that the purposes of this financing are in accordance with law and should be approved.

The Board, after being satisfied with the actions as proposed by Petitioners as indicated above, HEREBY ORDERS that Petitioners be and are HEREBY AUTHORIZED to participate in the financing transaction as hereinabove described.

This Order is subject to the following provisions:

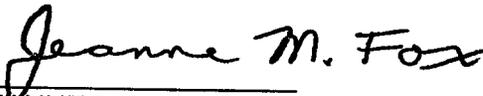
- 1 Petitioner shall notify the Board, within five business days, of any material changes in the notes and shall provide complete details of such transactions including any anticipated effects upon service in New Jersey.

2. Petitioner shall notify the Board of any material default on the terms of the notes within five business days of such occurrence.
3. This Order shall not affect or in any way limit the exercise of the authority of the Board or the State of New Jersey in any future petition or in any proceeding regarding rates, costs of service, franchises, service, financing, accounting, capitalization, depreciation or any other matters affecting Petitioner.
4. This Board's approval is expressly limited to the financing described herein and as more fully described in the Petition and supporting documents.
5. This Order shall not be construed as directly or indirectly fixing, for any purpose whatsoever, any value of the tangible or intangible assets now owned or hereafter to be owned by Petitioners.

6. Notwithstanding anything to the contrary in the documents executed pursuant to the financing transactions or other supporting documents, a default or assignment under such agreement does not constitute an automatic transfer of Petitioner's assets. Board approval must be sought pursuant to N.J.S.A. 48:1-1 et seq. where applicable.

DATED: 3/22/07

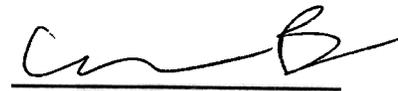
BOARD OF PUBLIC UTILITIES
BY:


JEANNE M. FOX
PRESIDENT

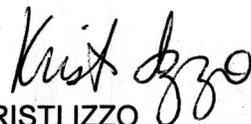

FREDERICK F. BUTLER
COMMISSIONER


CONNIE O. HUGHES
COMMISSIONER

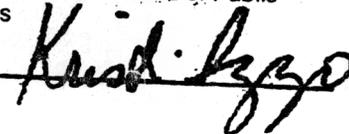

JOSEPH L. FIORDALISO
COMMISSIONER


CHRISTINE V. BATOR
COMMISSIONER

ATTEST:


KRISTI IZZO
SECRETARY

I HEREBY CERTIFY that the within document is a true copy of the original in the files of the Board of Public Utilities



SERVICE LIST

In the Matter of the Verified Petition of Broadview Networks, Inc., BridgeCom International, Inc., TruCom Corporation, Broadview NP Acquisition Corp. and ATX Licensing, Inc. for Authority to Incur Debt and to Encumber Public Utility Property

Docket No. TF07010004

Mark Beyer
Chief Economist
Board of Public Utilities
Two Gateway Center
Newark, NJ 07102

Seema M. Singh, Esq.
Division of Rate Counsel
31 Clinton Street, 11th Floor
PO Box 46005
Newark, NJ 07101

Catherine Wang, Esq.
Bingham McCutchen LLP
3000K Street, NW, Suite 300
Washington, DC 20007

Robert Wojciak
Board of Public Utilities
Two Gateway Center
Newark, NJ 07102

Jose Rivera-Benitez, Esq.
Division of Rate Counsel
31 Clinton Street, 11th Floor
PO Box 46005
Newark, NJ 07101

Brett P. Ferenchak
Bingham McCutchen LLP
3000K Street, NW, Suite 300
Washington, DC 20007

Michael Tavani
Board of Public Utilities
Two Gateway Center
Newark, NJ 07102

Elise Goldblat, Esq. DAG
Dept of Law & Public Safety
Division of Law, Public
Utility Section
124 Halsey Street
P.O. Box 45029
Newark, NJ 07101

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

Anthony Centrella,
Director Division of
Telecommunications
Board of Public Utilities
Two Gateway Center
Newark, NJ 07102

James H. Laskey
Norris McLaughlin & Marcus,
PA
P.O. Box 1018
Somerville, NJ 08876-1018