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July 27, 2012

Via Overnight Courier

Julie P. Orchard, Commission Secretary
Utah Public Service Commission
Heber M. Wells Building, 4th Floor
160 East 300 South
Salt Lake City, Utah 84111

Re: Application of Broadview Networks, Inc. for Approval of an Indirect Transfer of Control

Dear Ms. Orchard:

On behalf of Broadview Networks, Inc., enclosed for filing with the Commission are an original and eight (8) copies of the above-referenced Application. Also enclosed is a CD-ROM containing an electronic version of the Joint Application in MSWord and PDF formats.

Please date-stamp the enclosed extra copy of this filing and return it in the self-addressed, stamped envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,



Catherine Wang
Danielle Burt

Counsel for Broadview Networks, Inc.

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Counsel for Broadview Networks, LLC

**BEFORE THE
PUBLIC SERVICE COMMISSION OF UTAH**

Application of Broadview Networks, Inc. for Approval of an Indirect Transfer of Control	APPLICATION Docket No. _____
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APPLICATION

Broadview Networks, Inc. (“Broadview Networks” or “Applicant”), pursuant to Utah Code Ann. §§ 54-4-28 & 54-4-29 and the rules of the Public Service Commission of Utah (“Commission”), including R746-349-7, respectfully requests Commission approval for a transaction that will result in the indirect transfer of control of Applicant. Applicant is a competitive carrier that hold authority from the Commission to provide telecommunications services. The proposed transaction will be entirely transparent to customers and will not affect the day-to-day operations of the Applicant or its technical or managerial qualifications.

In support of this Application, Applicant provides the following information:

I. DESCRIPTION OF THE APPLICANT

Broadview Networks Holdings, Inc. (“Broadview Holdings” and together with the Applicant, the “Company”) is a privately held Delaware corporation.¹ The Company has

¹ Although Broadview Holdings’ stock is not publicly traded, the Company’s notes are publicly traded and Broadview Holdings files its financial information with the Securities and Exchange Commission.

principal offices located at 800 Westchester Avenue, Suite N-501, Rye Brook, New York 10573. Broadview Holdings is an unregulated holding company that is the ultimate parent company of Broadview Networks, Broadview NP Acquisition Corp., ATX Licensing, Inc., Eureka Telecom, Inc., A.R.C. Networks, Inc., BridgeCom International, Inc., and TruCom Corporation, each of which is authorized to provide telecommunications services in multiple states. Broadview Holdings is also the indirect parent of Broadview Networks of Virginia, Inc., ATX Telecommunications Services of Virginia, Inc., Eureka Telecom of VA, Inc. and InfoHighway of Virginia, Inc., which are authorized to provide telecommunications services in Virginia. Below is a brief description of each subsidiary of Broadview Holdings authorized to provide services in Utah:

Broadview Networks, Inc. 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 48 states and the District of Columbia and holds authority from the Federal Communications Commission ("FCC") to provide international and interstate service.

State of Incorporation: New York

Georgia Authority: Broadview Networks is authorized to provide interexchange and local exchange services pursuant Commission authority granted in Docket No. 09-2514-01 on November 25, 2009.

Further information regarding the technical, managerial, and financial qualifications of Applicant has been submitted previously to the Commission, is therefore a matter of public record, and is incorporated herein by reference.

II. CONTACTS

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

For Applicant:

Catherine Wang
Danielle Burt
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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

III. DESCRIPTION OF THE TRANSACTION

Broadview Holdings plans to exchange outstanding notes for equity in Broadview Holdings (the “Transaction”), which will result in an indirect transfer of control of Applicant. The overall purpose of the Transaction is to enable Broadview Holdings to de-lever its balance sheet, better position the Broadview companies to compete in the telecommunications and information technology industry, and to provide a solution for the impending maturity of its senior secured notes. To that end, Broadview Holdings has entered into an agreement with a majority of the equity-holders and note-holders for a restructuring of its outstanding obligations, including its \$300 million 11 3/8% senior secured notes due in September 2012.² Pursuant to that agreement, the existing note-holders will obtain approximately 97% of Broadview Holdings’ common shares and approximately \$150 million in principal amount of new 10 1/2% senior secured notes. As such, the restructuring will affect a transfer of control of Broadview Holdings and, indirectly, its subsidiaries. Broadview Holdings is soliciting consents for the transaction from the remaining equity-holders and note-holders but anticipates that the transaction will have to be completed through a “pre-packaged” Chapter 11 bankruptcy proceeding that will likely be

² At the time of this filing, Broadview Networks has reached an agreement with the note-holders who hold approximately two-thirds of the aggregate principal amount of outstanding senior secured notes and the equity-holders who hold approximately 70% of the existing preferred equity interests.

filed in the U.S. Bankruptcy Court for the Southern District of New York.³ The Press Releases regarding the Transaction are attached as Exhibit A. Accordingly, in addition to the transfer of control transaction described herein, Applicant seeks such other approval that may be deemed necessary in connection with the bankruptcy process including specifically the *pro forma* change associated with the conversion of Broadview Holdings (and Applicant) into a debtor-in-possession.

The largest of the current owners of Broadview Holdings are Baker Capital (which controls approximately 16.2% of Broadview Holdings' common stock) and MCG Capital Corporation (which controls approximately 50.9% of Broadview Holdings' common stock). Following the Transaction, no single entity will control Broadview Holdings or Applicant. Only MSD Credit Opportunity Fund, L.P. is expected to hold an equity interest of 10% or more in Broadview Holdings, and it is not expected that Baker Capital or MCG Capital Corporation will retain a 10% or greater equity interest in Broadview Holdings. No entity will hold voting control over Broadview Holdings. Accordingly, Commission approval is requested for the indirect transfer of control of Applicant that will result from this Transaction. For the Commission's convenience, a corporate organizational chart is attached as Exhibit B.

Applicant will continue to maintain the technical, managerial, and financial qualifications to operate and provide telecommunications services in Utah following the proposed transaction. Applicant will also continue to offer service with no immediate 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 Utah.

³ Further details of this plan are set forth in the Company's Disclosure Statement for Soliciting Acceptances for a Plan of Reorganization publicly available at <http://www.kccllc.net/broadview>.

IV. INFORMATION REQUIRED BY R746-394-7

Pursuant to R746-394-7, Applicant provides the following information:

a. identification that it is not an ILEC,

Applicant confirms that neither it nor its affiliates is an ILEC in Utah.

b. identification that it seeks approval of the application pursuant to this rule,

Applicant confirms that it seeks approval of the application pursuant to the informal adjudication process set forth in this rule.

c. a reasonably detailed description of the transaction for which approval is sought,

A detailed description of the Transaction is provided in Section III, above.

d. a copy of any filings required by the Federal Communications Commission or any other state utility regulatory agency in connection with the transaction, and

Applicant and/or its affiliates will file domestic and international Section 214 applications with the FCC. Copies of the Applications will be filed with this Commission after they are submitted. In connection with this Transaction, Applicant and/or its affiliates also expect to request approval for the Transaction from the utility regulatory agencies ("PUCs") in the following states in addition to Utah: California, Colorado, Delaware, the District of Columbia, Georgia, Indiana, Louisiana, Maryland, Minnesota, Mississippi, New Jersey, New York, Ohio, Pennsylvania, Texas, Virginia and West Virginia. Due to the voluminous nature of these state filings, most of which contain the same basic information, Applicants have only attached as Exhibit C a copy of the Minnesota filing (excluding exhibits) requesting approval. Applicant and/or its affiliates are also providing pre-closing written notice to the PUCs in the all other states where they are authorized to provide intrastate telecommunications services: Alabama, Arizona, Arkansas, Connecticut, Florida, Idaho, Illinois, Iowa, Kansas, Kentucky, Maine, Massachusetts, Michigan, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Mexico, North Carolina, North Dakota, Oklahoma,

Oregon, Rhode Island, South Carolina, South Dakota, Tennessee, Vermont, Washington, Wisconsin, and Wyoming. Due to the voluminous and repetitive nature of the notices to be sent to these PUCs, Applicant has not included copies of the notice filings. Applicant will provide any additional filings at the request of the Commission.

- e. **copies of any notices, correspondence or orders from any federal agency or any other state utility regulatory agency reviewing the transaction which is the subject of the application.**

Applicant has not yet received any notices, correspondence or orders from any federal agency or PUC reviewing the Transaction. To the extent requested by the Commission, Applicant will forward any orders or similar actions approving or denying approval of the Transaction.

V. PUBLIC INTEREST CONSIDERATIONS

Applicant submits that the proposed Transaction serves the public interest. As a result of the Transaction, Broadview Holdings and Applicant will substantially reduce their debt load, which will strengthen their financial position. This will enable Broadview Holdings and Applicant to implement their business plans and strengthen their competitive position in Georgia to the benefit of Utah consumers.

Further, the proposed Transaction will be conducted in a manner that will be transparent to Applicant's customers in Utah. The transfer of control of Applicant will not result in a change of carrier for customers or any assignment of authorizations. Applicant also emphasizes that the proposed indirect transfer of control will be seamless and completely transparent to the customers in Utah, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers.

VI. CONCLUSION

For the reasons stated above, Applicant submits that the public interest, convenience, and necessity would be furthered by a grant of this Application. Applicant therefore respectfully requests that the Commission consider and approve this Application expeditiously to permit Applicant to consummate the proposed transaction as soon as possible.

Respectfully submitted,



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Counsel for Applicant

Dated: July 27, 2012

LIST OF EXHIBITS

Exhibit A	Press Releases
Exhibit B	Corporate Organizational Chart
Exhibit C	Copy of Minnesota Application (Excluding Exhibits)

EXHIBIT A

Press Releases

Broadview Networks Reaches Long-Term Agreement to Restructure its Balance Sheet

Russ Fordyce

CONTACT: rfordyce@broadviewnet.com
Public Relations
(914)-922-7900

Broadview Networks to Reduce its Senior Secured Notes by Half and Implement New Capital Structure to Support Long-Term Growth Strategic Plan and Business Objectives

New York -- July 13, 2012 – Competitive local exchange carrier Broadview Networks today announced that it has reached an agreement with holders of its senior secured notes and major equity holders on the terms of a comprehensive financial restructuring plan which will convert the Company's \$300 million in senior secured notes into new five-year notes and the vast majority of the equity in the Company. This plan has the support from a group of investors who control approximately two-thirds of the outstanding notes as well as the Company's key shareholders.

Upon implementation, this agreement will create a sustainable capital structure designed to support the Company's strategic growth plan and business objectives. By eliminating half of the indebtedness under its existing senior secured notes, the Company will benefit from greater financial flexibility and liquidity to pursue cloud-based growth opportunities nationwide. The reduction in debt will lower the Company's interest expense by \$18 million annually, providing for lower leverage and more financial flexibility.

"We are excited to have reached an agreement with our noteholders and major equity holders on a consensual financial restructuring plan that will equitize a significant portion of our bonds and put Broadview Networks in a financially stronger position," said Michael K. Robinson, President and Chief Executive Officer of Broadview Networks. "With greater financial flexibility to invest in growth, paired with world-class, innovative communications and cloud-based solutions, Broadview is well-positioned to accelerate growth initiatives and further expand our market position in cloud-based services. OfficeSuite®, our flagship cloud-based IP phone solution, continues to be a standout in the rapidly growing hosted and managed services arena."

Under terms of the comprehensive financial restructuring plan, Broadview Networks will convert its existing notes into a combination of new five-year notes and the vast majority of the equity in the reorganized Company. Existing preferred equity holders will receive a portion of the primary equity, as well as warrants to purchase additional equity in the reorganized Company.

"We are very pleased that our lenders recognize the long-term opportunity for their investment in Broadview, and are grateful for the support and commitment they have shown. This agreement speaks to their faith in Broadview's senior

leadership and our entire team of talented professionals and attractive product line," added Robinson. "We will continue normal business operations, with no expected disruptions to our relationships with customers, employees, vendors or sales agents."

To facilitate these important changes to Broadview Networks' capital structure, in the near future the Company intends to implement a "pre-packaged" plan of reorganization in a brief, court-supervised, chapter 11 process. While it remains subject to court approval, before, during and after this process, trade creditors, employees, sales agents and unsecured creditors are anticipated to be paid in full, on time in the normal course of business.

Because of the high level of support Broadview Networks has obtained from its noteholders and major equity holders for the plan, it expects to complete this financial restructuring in the fourth quarter of 2012. Implementation of the restructuring plan and other relief is subject to court approval, regulatory approvals and other customary closing conditions.

The Company's restructuring counsel is Willkie Farr & Gallagher LLP and its financial advisor is Evercore Group, L.L.C. The restructuring counsel for the ad hoc group of noteholders is Dechert LLP and their financial advisor is FTI Consulting.

About Broadview Networks

Broadview Networks is a leading provider of communications and information technology solutions to business customers nationwide. As of March 31, 2012, the Company provided services to approximately 36,000 business customers. The Company offers a comprehensive product portfolio based on providing bundled packages that include both network connectivity and end user software, with a focus on addressing the needs of end users operating within complex telecommunications infrastructures. The Company benefits from a strong traditional network infrastructure, software development expertise and proprietary technology, all of which allow the Company to offer its customers more than just network access, but additionally a product line that includes advanced, converged communications services on a cost effective basis. The Company offers a full suite of voice, data, internet and cloud-based systems and services to customers located within the Company's traditional network infrastructure, which is deployed throughout the Northeast and Mid-Atlantic regional markets. In addition, the Company offers cloud-based systems and services to customers nationwide. For more information, visit www.broadviewnet.com.

This press release is for informational purposes only and shall not constitute a solicitation to accept or reject the Prepackaged Plan or an offer to sell or the solicitation of an offer to buy securities, nor shall there be any offer or sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.



MCG Capital Corporation
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PRESS RELEASE

Contact: Keith Kennedy
(703) 247-7513
KKennedy@MCGCapital.com

FOR IMMEDIATE RELEASE

MCG Capital Announces Restructuring of Broadview Networks Holdings, Inc. Investment

ARLINGTON, VA – July 13, 2012 – MCG Capital Corporation (Nasdaq: MCGC) (“MCG”) announced today that Broadview Networks Holdings, Inc. (“Broadview”), a majority-owned, control investment of MCG, has entered into an agreement with certain of its equityholders (including MCG) and noteholders providing for a restructuring of its outstanding obligations, including its \$300 million 11 3/8% senior secured notes due in September 2012 (the “Notes”).

As disclosed in its filings with the SEC, Broadview has agreed to solicit consents to file a pre-packaged chapter 11 plan of reorganization (the “Plan”) with the U.S. Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”). The holders of approximately 70% of Broadview’s outstanding preferred stock (including MCG) and approximately 66 2/3% of the Notes have consented to vote for the Plan, subject to the satisfaction of certain terms and conditions, which percentages would be sufficient to approve the Plan. The Plan provides that upon the effectiveness of the Plan, the existing noteholders will exchange the Notes for new common stock representing 97.5% of the common stock of the reorganized company and \$150 million in principal amount of new 10 1/2 % senior secured notes due in July 2017, and existing stockholders, including MCG, will each receive a pro rata share of the remaining 2.5% of the common stock of the reorganized company and two tranches of eight-year warrants with exercise prices set at equity values that imply full recovery for existing noteholders. All ownership percentages are subject to dilution by the exercise of warrants and equity to be issued under a management incentive plan. If the restructuring is consummated on the contemplated terms, MCG estimates that the value of its investment in Broadview on a post-restructure basis will be approximately \$1 million.

Broadview is a leading competitive communications and IT solutions provider to small and medium sized businesses and enterprise customers in markets across 10 states throughout the Northeast and Mid-Atlantic United States. Broadview plans to continue to operate its business and manage its affairs as debtor-in-possession under the jurisdiction of the Bankruptcy Court.

About MCG Capital Corporation

MCG Capital Corporation is a solutions-focused commercial finance company providing capital and advisory services to middle-market companies throughout the United States. Our investment objective is to achieve current income and capital gains. Our capital is generally used by our portfolio companies to finance acquisitions, recapitalizations, buyouts, organic growth and working capital. For more information, please visit www.mcgcapi.com.

Forward-looking Statements:

Statements in this press release regarding management's future expectations, beliefs, intentions, goals, strategies, plans or prospects, including the estimated value of MCG's investment in Broadview, may constitute forward-looking statements for purposes of the safe harbor protection under applicable securities laws. Forward-looking statements can be identified by terminology such as “anticipate,” “believe,” “could,” “could increase the likelihood,” “estimate,” “expect,” “intend,” “is planned,” “may,” “should,” “will,” “will enable,” “would be expected,” “look forward,” “may provide,” “would” or similar terms, variations of such terms or the negative of those terms. Such forward-looking statements involve known and unknown risks, uncertainties and other factors including the risk that the planned restructuring is not consummated on the contemplated terms or at all, the risk of additional liability related to the restructuring or MCG's investment in Broadview, and those risks, uncertainties and factors referred to in MCG's Annual Report on Form 10-K for the year ended December 31, 2011 filed with the Securities and Exchange Commission under the section “Risk Factors,” as well as other documents that may be filed by MCG from time to time with the Securities and Exchange Commission. As a result of such risks, uncertainties and factors, actual results may differ materially from any future

results, performance or achievements discussed in or implied by the forward-looking statements contained herein. MCG is providing the information in this press release as of this date and assumes no obligations to update the information included in this press release or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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EXHIBIT B

Corporate Organizational Chart

1

EXHIBIT C

Copy of Minnesota Application (Excluding Exhibits)

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Document Upload Confirmation

Submission Information

Submission Number: 20127-77271
Submission Date/Time: 07/26/2012 04:49 PM

Filer Information

Filer: Burt, Danielle
Company: Bingham McCutchen LLP
Email: danielle.burt@bingham.com
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Document Information

Document Date: 07/26/2012
Document Type: Initial Filing
On Behalf Of: Broadview Networks, Inc.

Service List Information

Docket #	List Name
Not Specified	Broadview Networks, Inc.

Uploaded Documents Information

Selected Document	Classification	Additional Information
Broadview - Minnesota Application.pdf	Public	Broadview Networks, Inc. Application for Approval of an Indirect Transfer of Control

Electronic Service

Last Name	First Name	Email	Company Name	Delivery Method	View Trade Secret
Chavez	Linda	linda.chavez@state.mn.us	Department of Commerce	Electronic Service	No
Linscheid	Bruce	Bruce.Linscheid@state.mn.us	Department of Commerce	Electronic Service	No

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July 26, 2012

Via Efiling

Burl W. Haar, Executive Secretary
Minnesota Public Utilities Commission
121 Seventh Place East
Suite 350
St. Paul, MN 55101-2147

Re: Application of Broadview Networks, Inc. for Approval of an Indirect Transfer of Control

Dear Mr. Haar:

On behalf of Broadview Networks, Inc., enclosed for filing with the Commission is the above-referenced Application.

Please acknowledge receipt and acceptance of this filing. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,



Catherine Wang
Danielle Burt

Counsel for Broadview Networks, Inc.

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**BEFORE THE STATE OF MINNESOTA
PUBLIC UTILITIES COMMISSION**

Phyllis Reha	Acting Chair
J. Dennis O'Brien	Commissioner
David C. Boyd	Commissioner
Betsy Wergin	Commissioner

Application of

Broadview Networks, Inc.

for Approval of an Indirect Transfer of Control

MPUC Docket No. _____

APPLICATION

Broadview Networks, Inc. ("Broadview Networks" or "Applicant"), pursuant to Minn. Stat. Section 237.74, subd. 12 and the Rules of the Minnesota Public Utilities Commission ("Commission"), respectfully requests Commission approval for a transaction that will result in the indirect transfer of control of Applicant. Applicant is a competitive carrier that holds authority from the Commission to provide telecommunications services. The proposed transaction will be entirely transparent to customers and will not affect the day-to-day operations of the Applicant or its technical or managerial qualifications.

In support of this filing, Applicants provide the following information:

I. DESCRIPTION OF THE APPLICANT

Broadview Networks Holdings, Inc. ("Broadview Holdings" and together with the Applicant, the "Company") is a privately held Delaware corporation.¹ The Company has principal offices located at 800 Westchester Avenue, Suite N-501, Rye Brook, New York

¹ Although Broadview Holdings' stock is not publicly traded, the Company's notes are publicly traded and Broadview Holdings files its financial information with the Securities and Exchange Commission.

10573. Broadview Holdings is an unregulated holding company that is the ultimate parent company of Broadview Networks, Broadview NP Acquisition Corp., ATX Licensing, Inc., Eureka Telecom, Inc., A.R.C. Networks, Inc., BridgeCom International, Inc., and TruCom Corporation, each of which is authorized to provide telecommunications services in multiple states. Broadview Holdings is also the indirect parent of Broadview Networks of Virginia, Inc., ATX Telecommunications Services of Virginia, Inc., Eureka Telecom of VA, Inc. and InfoHighway of Virginia, Inc., which are authorized to provide telecommunications services in Virginia. Below is a brief description of each subsidiary of Broadview Holdings authorized to provide services in Minnesota:

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State of Incorporation: New York

Minnesota Authority: Broadview Networks is authorized to provide interexchange and local exchange services pursuant to Commission authority granted in Docket No. P-6658/NA-07-1436 on December 5, 2007 and Docket No. P6658/NA-09-1423 on March 3, 2010.

Further information regarding the technical, managerial, and financial qualifications of Applicant has been submitted previously to the Commission, is therefore a matter of public record, and is incorporated herein by reference.

II. CONTACTS

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

For Applicant:

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With copies to:

Charles Hunter
Executive Vice President and General Counsel
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III. DESCRIPTION OF THE TRANSACTION

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² At the time of this filing, Broadview Networks has reached an agreement with the note-holders who hold approximately two-thirds of the aggregate principal amount of outstanding senior secured notes and the equity-holders who hold approximately 70% of the existing preferred equity interests.

proceeding that will likely be filed in the U.S. Bankruptcy Court for the Southern District of New York.³ The Press Releases regarding the Transaction are attached as Exhibit A. Accordingly, in addition to the transfer of control transaction described herein, Applicant seeks such other approval that may be deemed necessary in connection with the bankruptcy process including specifically the pro forma change associated with the conversion of Broadview Holdings (and Applicant) into a debtor-in-possession.

The largest of the current owners of Broadview Holdings are Baker Capital (which controls approximately 16.2% of Broadview Holdings' common stock) and MCG Capital Corporation (which controls approximately 50.9% of Broadview Holdings' common stock). Following the Transaction, no single entity will control Broadview Holdings or Applicant. Only MSD Credit Opportunity Fund, L.P. is expected to hold an equity interest of 10% or more in Broadview Holdings, and it is not expected that Baker Capital or MCG Capital Corporation will retain a 10% or greater equity interest in Broadview Holdings. No entity will hold voting control over Broadview Holdings. Accordingly, Commission approval is requested for the indirect transfer of control of Applicant that will result from this Transaction. For the Commission's convenience, a corporate organizational chart is attached as Exhibit B.

Applicant will continue to maintain the technical, managerial, and financial qualifications to operate and provide telecommunications services in Minnesota following the proposed transaction. Applicant will also continue to offer service with no immediate 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 Minnesota.

³ Further details of this plan are set forth in the Company's Disclosure Statement for Soliciting Acceptances for a Plan of Reorganization publicly available at <http://www.kccllc.net/broadview>.

IV. PUBLIC INTEREST CONSIDERATIONS

Applicant submits that the proposed Transaction serves the public interest. As a result of the Transaction, Broadview Holdings and Applicant will substantially reduce their debt load, which will strengthen their financial position. This will enable Broadview Holdings and Applicant to implement their business plans and strengthen their competitive position in Minnesota to the benefit of Minnesota consumers.

Further, the proposed Transaction will be conducted in a manner that will be transparent to Applicant's customers in Minnesota. The transfer of control of Applicant will not result in a change of carrier for customers or any assignment of authorizations. Applicant also emphasizes that the proposed indirect transfer of control will be seamless and completely transparent to the customers in Minnesota, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers.

V. CONCLUSION

For the reasons stated above, Applicant submits that the public interest, convenience, and necessity would be furthered by a grant of this Application. Applicant therefore respectfully requests that the Commission consider and approve this Application expeditiously to permit Applicant to consummate the proposed transaction as soon as possible.

Respectfully submitted,



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Counsel for Applicant

Dated: July 26, 2012

EXHIBIT A

Press Releases

EXHIBIT B

Corporate Organizational Chart

EXHIBIT C

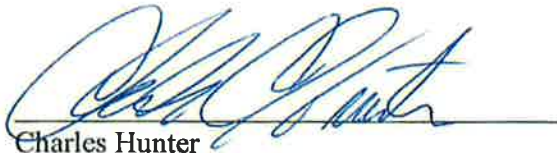
Agreement

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 its operating subsidiaries; 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 12 day of July, 2012.



Notary Public

My commission expires _____




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 its operating subsidiaries; 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 12 day of July, 2012.



Notary Public

My commission expires _____

