

CROCKER & CROCKER, P.C.

ATTORNEYS AT LAW
THE KALAMAZOO BUILDING
107 W. MICHIGAN AVENUE, 4TH FLOOR
KALAMAZOO, MICHIGAN 49007
TELEPHONE (269) 381-8893
FACSIMILE (269) 381-4855

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PATRICK D. CROCKER
patrick@crockerlawfirm.com

August 14, 2008

Ann Cole, Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

RE: Petition for Authority for BCN Telecom, Inc. to acquire Certain Assets of EliteView, LLC.

Dear Ms. Cole

Enclosed herewith for filing with the Commission, please find an original and five (5) copies of the Petition for Authority for BCN Telecom, Inc. to Acquire Certain Assets of EliteView, LLC.

Also enclosed is a duplicate copy of this letter. Please stamp the duplicate and return it to me in the postage-paid envelope attached thereto.

Please contact the undersigned should you have any questions or concerns.

Very truly yours,

CROCKER & CROCKER, P.C.

Patrick D. Crocker
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FPSC-COMMISSION CLERK

**Before the
Florida Public Service Commission**

**Petition for Authority for
BCN Telecom, Inc.
to Acquire Certain Assets of
EliteView, LLC
d/b/a GroveLine**

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Docket No.

080546

**JOINT PETITION FOR APPROVAL TO ACQUIRE ASSETS
AND REQUEST FOR EXPEDITED APPROVAL**

NOW COMES BCN Telecom, Inc. ("BCN" or "Buyer") and EliteView, LLC d/b/a GroveLine ("EliteView" or "Seller" and collectively with BCN, "the Parties"), pursuant to the rules and regulations of the Florida Commission ("Commission"), and hereby request that the Commission approve the acquisition by BCN to acquire the telecommunications assets including, but not limited to the customer base of EliteView and to grant such relief on an expedited basis to allow for the consummation of the transaction without undue delay. Expeditious approval of this Application will allow BCN to promptly assume responsibility for the provision of telecommunications services to the Florida customers to be transferred, and thereby more speedily bring to Florida consumers the benefits that will inure from permitting BCN to acquire these accounts. Applicants therefore respectfully request that approval of this Application be granted on an expedited basis.

BCN and EliteView provide the following in support of this request:

The Parties

BCN Telecom, Inc.

BCN, a corporation organized under the laws of the State of New Jersey and is a wholly owned subsidiary of Telecom Acquisition Company, LLC, a New Jersey limited liability company and holding company. As the Commission determined when it granted BCN (formerly known as International Telephone Group, Inc. and NUI Telecom, Inc.) authority to provide interexchange telecommunications service in the State of Florida in Docket No. 991752-TX on February 8, 2000, BCN is well-qualified managerially, technically, and financially to provide telecommunications

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FPSC-COMMISSION CLERK

services in Florida. This information, therefore, is already a matter of public record and the Parties respectfully request that it be incorporated by reference herein. BCN provides recent financial statements as **Exhibit A**.

The principal office of BCN is located at:

550 Route 202-206
Bedminster, NJ 07921-0760
Telephone: (908) 470-4700

BCN holds authorization under Section 214 of the Communications Act of 1934, as amended, to provide domestic interstate and international telecommunications service, is authorized as a reseller of intrastate interexchange telecommunications services throughout the United States, with the exception of Alaska, and has resold and/or facilities-based local exchange authority in 22 states.

EliteView, LLC d/b/a GroveLine

EliteView is a limited liability company organized under the laws of the State of Massachusetts. EliteView has authority to provide intrastate, interexchange service in 21 states and resold and/or facilities based local exchange authority in 7 states. EliteView has authority to provide service in Florida as authorized on January 28, 2004 in Docket No. 040022-T1.

The principal office of EliteView is located at:

EliteView, LLC
350 Myles Standish Blvd
Taunton, MA 02780

Please direct any questions concerning the Parties and this application to:

Patrick D. Crocker
Crocker & Crocker, P.C.
The Kalamazoo Building
107 W. Michigan Avenue, 4th Floor
Kalamazoo, MI 49007
Telephone: (269) 381-8893
Facsimile: (269) 381-4855
Email: patrick@crockerlawfirm.com

The Transaction

Pursuant to an Asset Purchase Agreement (“Agreement”) executed on or about June 27, 2008, EliteView agrees to sell, convey, assign and transfer to the Buyer, and BCN agrees to acquire and assume from the Seller, all of the Seller’s right, title, and interest in and to, and obligations under, all assets related to and comprising the Customer Base of the Seller summarized as follows: (1) the Customer Case; (2) all Customer Base deposits or prepayments; (3) all supporting documentation and Customer Base account information and files; (4) all agreement and arrangements with the Customer Base, Sales Agents and suppliers including customer letters of authorization and customer service term agreements; (5) all Seller contact numbers as set forth in the Agreement; (6) all Post Start Date accounts receivable; and (7) all cash, including deposits and cash collateral, marketable securities and other cash equivalents relating to or arising out of the operation of the Business on or after the Start Date. A copy of the Agreement will be provided to the Commission upon request.

After the Closing, BCN will provide telecommunications services to EliteView’s customers pursuant to its own telecommunications authorizations. After consummation of the transactions, EliteView will retain its telecommunications authorizations in order to continue to provide telecommunications services apart from the business being acquired by BCN. **Thus, EliteView, LLC does not seek to surrender its authorization at this time.** The Parties also are not requesting permission to adopt EliteView’s existing tariff. Rather, BCN will amend its existing tariff to establish rates, terms, and conditions identical to those in the Seller’s tariff for the purchased customers, thus providing a seamless transition for existing customers of EliteView.

The proposed transfer of customers to BCN will have no adverse impact on customers. EliteView customers will continue to receive their existing services at the same rates, terms, and conditions that they have prior to the transfer and any future changes in the rates, terms, and conditions of service will be made consistent with Commission regulations. To avoid customer confusion and ensure a seamless transition, the Parties will provide advance written notice to the affected customers at least thirty (30) days prior to the transfer, explaining the change in service

provider in accordance with applicable Commission and state regulations for changing a customer's presubscribed carrier. A copy of the sample notice of the transfer appears as **Exhibit B** attached hereto.

Public Interest Considerations

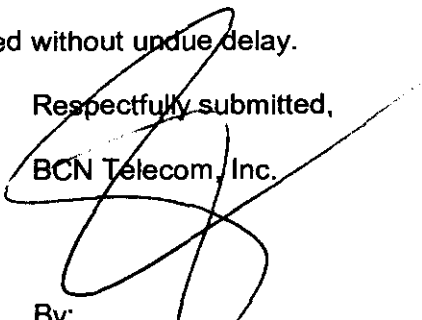
The transaction contemplated by the Agreement will serve the public interest. BCN is a strong company that will continue to provide high quality services to EliteView customers. The purchase of EliteView's assets will strengthen BCN, enable it to expand and better ensure that it remains a viable long-term competitor in the telecommunications market.

The proposed transfer does not present any competitive issues. The Parties note that there are a number of other carriers operating in each market, including the incumbent carrier, which controls a substantial market share.

Further, BCN has extensive experience offering telecommunications services. Consequently, the former EliteView customers will continue to receive these services from an experienced and qualified carrier. These customers will also be given sufficient notification of the proposed transaction and their rights. As such, the Parties anticipate that customers will experience a seamless transition of service provider.

In sum, grant of the Application will serve the public interest by strengthening the competitive position of BCN without negatively impacting either EliteView customers or competition in the markets in which the Parties operate.

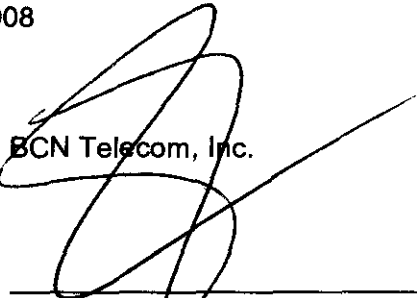
WHEREFORE, BCN respectfully requests that the Commission authorize the sale of assets from EliteView to BCN. In addition, the Parties respectfully request expedited processing of this Petition so that the transaction may proceed without undue delay.

Respectfully submitted,
BCN Telecom, Inc.
By: 
Patrick D. Crocker, Attorney

VERIFICATION

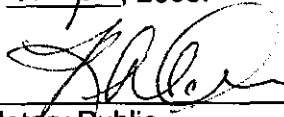
I, Patrick D. Crocker, am the Attorney for BCN TELECOM, INC., and am authorized to make this verification on its behalf. I do hereby verify that I have read the foregoing Application and the statements made therein are true, correct, and complete to the best of my knowledge, information, and belief.

Executed on the 16th day of August, 2008

BCN Telecom, Inc.


Patrick D. Crocker

Subscribed and sworn before me this 14th day of August, 2008.



Notary Public
BLAKE D. CROCKER
KALAMAZOO COUNTY, MI
MY COMMISSION EXPIRES 10/10/2013

**Before the
FLORIDA PUBLIC SERVICE COMMISSION**

Petition for Authority for)
BCN Telecom, Inc.) **Docket No.**
to Acquire Certain Assets of)
EliteView, LLC)

REQUEST FOR WAIVER

Pursuant to rule 25-4.118(1), Florida Administrative Code, the local, local toll call, or long distance provider of a customer shall not be changed without the customer's authorization. Rule 25-4.118-(2) provides that a local provider or IXC shall submit a change request to the local exchange carrier only if one of the following has occurred: (a) the provider has a letter of agency from the customer requesting the change; (b) the provider has received a customer-initiated call for service; or (c) a third party firm has verified the customer's requested change. The Parties ask the Commission to waive the conditions in 25-4.118-(2) in order to allow the transfer of customers of record. The Parties have made the necessary filing with the Federal Communications Commission in accordance with streamlined procedures currently effective.

WHEREFORE, BCN and EliteView respectfully request that the Commission authorize the sale of assets from EliteView to BCN. In addition, the Parties respectfully request expedited processing of this Joint Petition so that the transaction may proceed without undue delay, and that the Commission grant such other relief deemed necessary or proper.

Respectfully submitted this 14th day of August 2008

BCN Telecom, Inc.
EliteView, LLC

By: 
Patrick D. Crocker
Crocker & Crocker, P.C.
Its Attorneys

EXHIBIT A

Year-Ending 2007 Financial Statements for

BCN TELECOM, INC.

BCN Telecom, Inc.
Balance Sheet
For the Twelve Months Ending December 31, 2007

ASSETS

Current Assets	
Cash	(\$212,594)
Accounts Receivable	6,073,775
Allowance for Doubtful Account	(281,343)
Deferred Tax Asset, Current Portion	35,000
Prepaid Expenses & Other Current Assets	410,712
Total Current Assets	6,025,550
Property and Equipment net of accumulated depreciation	440,816
NonCurrent Assets	
Notes Receivable - Powercom, Inc.	500,000
Security Deposits	64,514
Surety Bond Deposits	30,500
Deferred Tax Asset, Net of Current Portion	1,629,500
Due from Related Party (TAC)	228,608
Intangible Asset, Net	524,533
Other Long Term Assets	88,253
Total NonCurrent Assets	3,065,908
Total Assets	9,532,074

LIABILITIES AND CAPITAL

Current Liabilities	
Accounts Payable	3,956,301
Sales & Excise Tax Payable	259,175
Income Taxes Payable	36,861
Note Payable to Bank - CPLTD	525,000
Total Current Liabilities	4,777,337
Long-Term Liabilities	
Note Payable to Bank - LTD	687,500
Note Payable to Sovereign Bank - Revolver	2,279,015
Deferred Rent	13,752
Total Long-Term Liabilities	2,980,267
Total Liabilities	7,757,604
Capital	
Total Capital	1,774,470
Total Liabilities & Capital	9,532,074

BCN Telecom, Inc.
Income Statement
For the Month Ending December 31, 2007

	Actual YTD
Total Revenue	<u>34360327</u>
Total Cost of Goods Sold	19807256
Gross Margin	<u>14,553,071</u>
Operating Expenses	
Commissions Expense	5,954,662
Payroll Expense	4,095,702
General and Administrative Exp	<u>2,764,479</u>
Bad Debt Expense	155,500
Total Operating Expense	12,970,343
EBITDA	<u>1,582,729</u>
Depreciation & Amortization	484,001
Operating Income	1,098,729
Other Income (Expense)	
Net Interest Expense	373,302
Income Before Income Taxes	725,427
Income Tax Provision	95,076
Net Income	<u><u>630,351</u></u>

EXHIBIT B

Sample Customer Notice

BCN TELECOM, INC.

Date

RE: New Service Provider

Dear Valued Customer:

I am pleased to inform you that BCN TELECOM, INC. is acquiring the business operations of ELITEVIEW This is a very positive development for you as our customer. This change will allow us to more rapidly expand our operations and bring you the best telecommunications service in the industry. This change will take place on or about [DATE] pending receipt of all required regulatory approvals.

There is no cost to move your existing service to BCN TELECOM, INC. You will continue to receive the services you currently have with no change in rates. All necessary steps have been taken to ensure a smooth transition. If you have any questions or concerns, please contact us at: **BCN TELECOM, INC., 550 Route 202-206, Bedminster, NJ 07921, or 1-800-768-2852.**

Very shortly, we expect to introduce new and innovative products and promotions that will bring added value to you. And of course you will continue to benefit from significant savings. You should know that you have an option to change your telecommunications provider. If you would like to change service providers, you should do so before **DATE**, otherwise your service will automatically convert to BCN TELECOM, INC. following approval of the transaction by state and federal regulators, even if you have a "preferred carrier" freeze on your account. If you have a "preferred carrier" freeze on your account and would like to keep that protection after the transfer, you'll need to contact BCN TELECOM, INC. at its toll-free number, 800-852-7023.

BCN TELECOM, INC. has no plans to change the rates, terms, and conditions of services currently provided to you. In addition, no charges or fees will be imposed as a result of this transfer. BCN TELECOM, INC. will provide at least thirty (30) days prior written notice of any changes to these rates, terms, and conditions up to ninety (90) days from the date of the transfer of customers. Any future changes in rates, terms and conditions of service will be done as prescribed by the Federal Communications Commission (FCC) and your state regulatory commission.

The FCC will normally authorize this proposed discontinuance of service (or reduction or impairment) 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, DC 20554, referencing the Sec. 63.71 Application of EliteView Comments should include specific information about the impact of this proposed discontinuance (or reduction or impairment) upon you or your company, including any inability to acquire reasonable substitute service.

Please note that BCN TELECOM, INC. will not be responsible for any outstanding complaints filed against ELITEVIEW before BCN TELECOM, INC. began providing your service. Those complaints remain the responsibility of ELITEVIEW.

On behalf of the entire team of employees, I look forward to continuing to serve you. We realize that you have a choice in selecting a telecommunications provider and we appreciate your business.

Sincerely,

NAME
TITLE
