

**** FLORIDA PUBLIC SERVICE COMMISSION ****

**DIVISION OF REGULATORY OVERSIGHT
CERTIFICATION SECTION**

**APPLICATION FORM
for
AUTHORITY TO PROVIDE
ALTERNATIVE LOCAL EXCHANGE SERVICE
WITHIN THE STATE OF FLORIDA**

020239-TX

Instructions

- ◆ This form is used as an application for an original certificate and for approval of the assignment or transfer of an existing certificate. In the case of an assignment or transfer, the information provided shall be for the assignee or transferee (See Page 12).
- ◆ Print or type all responses to each item requested in the application and appendices. If an item is not applicable, please explain why.
- ◆ Use a separate sheet for each answer which will not fit the allotted space.
- ◆ Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of \$250.00 to:

Florida Public Service Commission
Division of Records and Reporting
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6770

- ◆ If you have questions about completing the form, contact:

Florida Public Service Commission
Division of Regulatory Oversight
Certification Section
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6480

APPLICATION

1. This is an application for (check one):

Original certificate (new company).

Approval of transfer of existing certificate: Example, a non-certificated company purchases an existing company and desires to retain the original certificate of authority.

Approval of assignment of existing certificate: Example, a certificated company purchases an existing company and desires to retain the certificate of authority of that company.

Approval of transfer of control: Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of company:

BroadView Networks, Inc.

3. Name under which the applicant will do business (fictitious name, etc.):

BroadView Networks, Inc.

4. Official mailing address (including street name & number, post office box, city, state, zip code):

59 Maiden Lane, 27th Floor

New York, NY 10038

5. Florida address (including street name & number, post office box, city, state, zip code):

The Applicant does not currently have an office in Florida, however does have a registered agent within the state:

TCS Corporate Services

1406 Hays Street, Suite 2 – Tallahassee, FL 32301

6. Structure of organization:

() Individual

(X) Corporation

() Foreign Corporation

() Foreign Partnership

() General Partnership

() Limited Partnership

() Other _____

7. If individual, provide:

Name: Not Applicable

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____

Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

8. If incorporated in Florida, provide proof of authority to operate in Florida:

(a) The Florida Secretary of State corporate registration number:

Not Applicable

9. If foreign corporation, provide proof of authority to operate in Florida:

(a) The Florida Secretary of State corporate registration number:

F00000005154

10. If using fictitious name-d/b/a, provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida:

(a) The Florida Secretary of State fictitious name registration number:
Not Applicable

11. If a limited liability partnership, provide proof of registration to operate in Florida:

(a) The Florida Secretary of State registration number:

Not Applicable

12. If a partnership, provide name, title and address of all partners and a copy of the partnership agreement.

Name: Not Applicable

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

13. If a foreign limited partnership, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable.

(a) The Florida registration number: Not Applicable

14. Provide F.E.I. Number(if applicable): 16-1401082

15. Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:

(a) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. Provide explanation.

No. _____

(b) an officer, director, partner or stockholder in any other Florida certificated telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not.

No. _____

16. Who will serve as liaison to the Commission with regard to the following?

(a) The application:

Name: Katherine E. Barker, Esq.
Title: Senior Consultant, KDW Group, LLC
Address: 1200 19th Street, NW, Suite 500
City/State/Zip: Washington, DC 20036

Telephone No.: (202) 955-9669 Fax No.: (202) 955-9792
Internet E-Mail Address: kbarker@TheKDWGroup.com
Internet Website Address: Not Applicable

(b) Official point of contact for the ongoing operations of the company:

Name: Ana Bataille
Title: Regulatory Manager
Address: 400 Horsham Road, Suite 130
City/State/Zip: Horsham, PA 19044
Telephone No.: (215) 293-8773 Fax No.: (215) 293-8750

Internet E-Mail Address: Abataille@BroadViewNet.com

Internet Website Address: www.broadviewnet.com

(c) Complaints/Inquiries from customers:

Name: Rhonda Fleming
Title: Manager, Customer Care

Address: 45-18 Court Square

City/State/Zip: Long Island City, NY 11101

Telephone No.: 800-260-8766 Fax No.: _____

Internet E-Mail Address: Customers may contact the company through the website listed below.

Internet Website Address: www.broadviewnet.com

17. List the states in which the applicant:

(a) has operated as an alternative local exchange company.

Broadview currently operates as an alternative local exchange company in Massachusetts, New Jersey, New York and Pennsylvania.

(b) has applications pending to be certificated as an alternative local exchange company.

Connecticut, Georgia, Maine, West Virginia and Vermont.

(c) is certificated to operate as an alternative local exchange company.

Broadview is currently certificated to operate as an alternative local exchange company in Massachusetts, New Jersey, New York, Pennsylvania, Rhode Island, Delaware, District of Columbia, Maryland, Virginia, Illinois, Michigan, Ohio, and Texas; and is authorized to provide resold interexchange services in Maine, Vermont and West Virginia.

(d) has been denied authority to operate as an alternative local exchange company and the circumstances involved.

Not Applicable

(e) has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.

Not Applicable

(f) has been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity, and the circumstances involved.

Not Applicable

18. Submit the following:

A. Managerial capability: give resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.

See Attachment B

B. Technical capability: give resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance.

See Attachment B

C. Financial capability.

The application should contain the applicant's audited financial statements for the most recent 3 years. If the applicant does not have audited financial statements, it shall so be stated.

The unaudited financial statements should be signed by the applicant's chief executive officer and chief financial officer affirming that the financial statements are true and correct and should include:

1. the balance sheet:
2. income statement: and
3. statement of retained earnings.

NOTE: *This documentation may include, but is not limited to, financial statements, a projected profit and loss statement, credit references, credit bureau reports, and descriptions of business relationships with financial institutions.*

Further, the following (which includes supporting documentation) should be provided:

1. written explanation that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.
2. written explanation that the applicant has sufficient financial capability to maintain the requested service.
3. written explanation that the applicant has sufficient financial capability to meet its lease or ownership obligations.

As shown by *Attachment C*, Applicant has access to the financing and capital necessary to conduct its telecommunications operations as specified in this Application and compete effectively in Florida. Applicant is a wholly-owned subsidiary of Broadview Networks Holdings, Inc. (Broadview Holdings) and submits to demonstrate its financial strength, its consolidated audited financial statements of Broadview Holdings for 1998, 1999 and 2000, filed *under seal* as *Attachment C2*. Broadview Holdings is currently in the process of compiling its 2001 financial statements.

THIS PAGE MUST BE COMPLETED AND SIGNED

APPLICANT ACKNOWLEDGMENT STATEMENT

1. **REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee of \$50 is required.
2. **GROSS RECEIPTS TAX:** I understand that all telephone companies must pay a gross receipts tax of two and one-half percent on all intra and interstate business.
3. **SALES TAX:** I understand that a seven percent sales tax must be paid on intra and interstate revenues.
4. **APPLICATION FEE:** I understand that a non-refundable application fee of \$250.00 must be submitted with the application.

UTILITY OFFICIAL:

Ana Bataille
Print Name


Signature

Manager, Regulatory Affairs
Title

5-12-02
Date

215-293-8773 215-293-8750
Telephone No. Fax No.

Address: 400 Horsham Road, Suite 130
Horsham, PA 19044

THIS PAGE MUST BE COMPLETED AND SIGNED

AFFIDAVIT

By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide alternative local exchange company service in the State of Florida. I have read the foregoing and declare that, to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

Further, I am aware that, pursuant to Chapter 837.06, Florida Statutes, "Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083."

UTILITY OFFICIAL:

Rebecca Sommi
Print Name

Rebecca Sommi
Signature

VP, Operations Support
Title

5/12/02
Date

215-293-8715 215-293-8750
Telephone No. Fax No.

Address: 400 Horsham Road, Suite 130
Horsham, PA 19044

*
Subscribed and sworn
before me this 12th day of
MARCH, 2002
Paula C. Recio

PAULA C. RECIO
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Jan. 24, 2007

INTRASTATE NETWORK (if available)

Chapter 25-24.825 (5), Florida Administrative Code, requires the company to make available to staff the alternative local exchange service areas only upon request.

1. **POP: Addresses where located, and indicate if owned or leased.**

1) _____	2) _____
_____	_____
3) _____	4) _____
_____	_____

2. **SWITCHES: Address where located, by type of switch, and indicate if owned or leased.**

1) _____	2) _____
_____	_____
3) _____	4) _____
_____	_____

3. **TRANSMISSION FACILITIES: POP-to-POP facilities by type of facilities (microwave, fiber, copper, satellite, etc.) and indicate if owned or leased.**

<u>POP-to-POP</u>	<u>OWNERSHIP</u>
1) _____	_____
2) _____	_____
3) _____	_____
4) _____	_____

The Applicant has not yet established its network in Florida.

CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT

I, (Name) _____
(Title) _____ of (Name of Company)

and current holder of Florida Public Service Commission Certificate Number # ____
_____, have reviewed this application and join in the petitioner's request
for a:

- () sale
- () transfer
- () assignment

of the above-mentioned certificate.

UTILITY OFFICIAL:

Print Name _____

Signature _____

Title _____

Date _____

Telephone No. _____

Fax No. _____

Address: _____

EXHIBIT A

PROPOSED TARIFF

TO BE LATE FILED

EXHIBIT B

MANAGERIAL AND TECHNICAL ABILITY

Vern M. Kennedy serves as President and Chief Executive Officer and is a director of the Company. Mr. Kennedy is a founder of Coaxicom and conceived, designed and developed Coaxicom's proprietary systems and technologies. As one of NYNEX's most innovative executives, Mr. Kennedy was responsible for the activities of operational and staff units consisting of up to 70 middle managers and 500 craftspeople. Among his accomplishments at NYNEX, Mr. Kennedy, i) developed and staffed a strategic Business Account Center which gave NYNEX its first 100% performance rating from top priority accounts, ii) managed the transition of the entire Long Island market from an operating division to a \$1.2 billion SBU, and iii) was responsible for improved service performance ratings in conjunction with a \$75 million income improvement plan. Mr. Kennedy holds a BS with Honors in Electrical Engineering and Computer Science from Princeton University and an MBA with Honors from New York University.

Joel D. Gross serves as Chief Financial Officer. Before joining Broadview Networks, Mr. Gross was vice president of corporate strategy and business development for AT&T. In this position, he worked on strategic issues and led business development projects, including acquisitions and joint ventures that enhanced the company's capabilities and its competitive position in the marketplace. Previously, Mr. Gross was senior vice president of corporate development for TCG from 1993 to 1998 and was responsible for long-term financial planning and new market and product development, Mr. Gross communications. While serving as a vice president of research and a securities analyst with DLJ, he frequently shared his views on industry issues with the news media and was elected to Institutional Investor's All-America Research Team six times. He began his investment tenure in a similar position with Dean Witter Reynolds. Prior to his Wall Street experience, Mr. Gross rose through the management ranks of AT&T's long-distance business from 1978 to 1985. Mr. Gross received a B. S. degree in economics from Rutgers University and an M. B. A. in marketing and finance from Penn State, both with honors.

Eric G. Roden is the Chief Operating Officer. Mr. Roden 1998's integrated with the data primary and responsibility of developing and maintaining Broadview's integrated data and voice local and long-distance switching network to support the company's rapidly-expanding customer base. He draws on 14 years' prior experience in senior network and operations positions with USN, MFS Telecom, Northeast Networks and Eastern Telelogic. He is a recognized expert in network design and construction and has led 500+ person operations teams. In addition to his network role at Broadview Networks, Mr. Roden is responsible for the company's customer-care operations.

Kenneth A. Shulman serves as Chief Technology Officer. In this role, he is responsible for the architecture, technology, standards and evolution plans for the company's integrated communications networks and services. Shulman has 25 years of leadership experience in communications technology. He previously served as vice president of local network technology for AT&T, a position

he assumed when AT&T acquired Teleport Communications Group (TCG) in 1998. From 1987 to 1998, Shulman held officer positions with TCG, including senior vice president and chief technology officer. Earlier, he was director of systems engineering for MCI International. Before that, Shulman specialized in network planning with Bell Communications Research (Bellcore) and Bell Laboratories. He holds a B.S. in electrical engineering from the State University of New York at Stony Brook, an M.S. in electrical engineering from the University of Rochester, and an M.B.A. from The Wharton School. Shulman serves on advisory boards of Alidian Networks, Baker Capital, Baypackets, Kestrel Systems, Mahi Networks and Vivace Networks.

Dr. John D. Crowley serves as the Chief Information Officer. Dr. Crowley, a 30-year industry expert who designed the proprietary Broadview Networks operational support system, *OPENnet*, was named chief information officer in 2001. Previously, he was vice president and chief technical officer of Open Support Systems, a wholly owned subsidiary of Broadview Networks Holdings, Inc. that he co-founded in 1997 to develop and enhance *OPENnet* software. From 1984 to 1997, Dr. Crowley was a software consultant to telecommunications, banking and other clients. Prior to consulting, he co-founded Non-Procedural Systems, a venture capital-backed software firm, in 1981 and served as its vice president. He holds a Ph.D. and an M.S. in computer science from the University of Pennsylvania and a B.S. in physics and mathematics from Boston College.

Terrence J. Anderson serves as Executive Vice President -Strategy and Business Development and is a director of the Company. Prior to founding Coaxicom, Mr. Anderson served as a Vice President in the Media and Telecommunications -Corporate Finance Group of Chemical Bank where he was responsible for originating and executing transactions and financing for a diverse telecommunications and media customer base including most of the largest cable MSOs. Mr. Anderson holds an AB in Economics from Princeton University and an MBA with Honors from Columbia University.

Tracy Korman serves as Executive Vice President -Customer Management Relationship and is a director of the Company. Prior to founding Coaxicom, Mr. Korman held senior positions in sales and merchandising at Bantam Doubleday Dell. Prior to joining BDD, Mr. Korman spent over five years as a consultant with Booz, Allen & Hamilton where he led teams in the development of breakthrough sales and marketing strategies for media and consumer products companies seeking new ways of reaching consumers. Mr. Korman holds a BA with Honors in Literature from Swarthmore College and an MBA from Harvard Business School.

David R. Thomas serves as Executive Vice President of Sales and Marketing. He joined Broadview Networks in 1999 as vice president, new market development - a position in which he directed the introduction of high-speed Internet service using digital subscriber line (DSL) technology and guided other sales-expansion efforts. Previously, Thomas shepherded market and sales growth for three other communications companies. He headed a nearly 1,000-member national sales team as vice president of local services for AT&T, which he joined when AT&T acquired Teleport Communications Group (TCG) in 1998. As national vice president for TCG from 1994 to 1998, Thomas helped build one of the largest U.S. integrated communications providers. Before that, he established a Midwest sales and marketing presence for LCI International as its regional vice president of sales from 1985 to 1994. Thomas majored in business administration at Wayne State

University.

Larry Edelson-Kayne serves as Vice President -Controller. Mr. Kayne's career has spanned over 29 years in accounting and finance. His experience includes running finance departments for both public and private entities. While at Data Switch Corporation, a venture capital backed eventual IPO, Mr. Kayne took the company public and completed a second offering. Mr. Kayne later spent nine years as controller for Forbes Inc. where he had overall responsibility for the finance and control functions. After starting his career with Arthur Young, Mr. Kayne spent four years with Citicorp where he was responsible for its vendor leasing unit. A Certified Public Accountant, Mr. Kayne holds a BS from Richmond University.

Scott Matukas serves as Executive Vice President - Administration & Human Resources. Previously, Mr. Matukas was responsible for both accounting and sales for McIntosh Box & Pallet Co. A Certified Public Accountant, Mr. Matukas spent 6 years with Coopers & Lybrand advising clients on audit, valuation and tax matters. In addition to a BS degree from Le Moyne College, Mr. Matukas is a member of the American Institute of Certified Public Accountants and the New York State Society of Certified Public Accountants.

John Carr serves as Vice President -Network Services. Mr. Carr has senior responsibility for the design, engineering, construction and administration of the next-generation network that Broadview Networks is deploying to bring broadband solutions, including high-speed Internet access via xDSL (digital subscriber line) technology, to small and medium-sized businesses and households. Previously, Mr. Carr was vice president of technology for a start-up ICP. Prior to that, he served as director of engineering for Eastern Telelogic, a facilities-based integrated provider with headquarters in King of Prussia, Pa., and he joined Teleport Communications Group (TCG) after it acquired Eastern Telelogic. Earlier, Mr. Carr held network posts with Buffalo, N. Y. - based long-distance supplier Fonorola Corp. and with ITT/USTS Communications in Malvern, Pa. Mr. Carr, who gained his first communications experience in the U. S. Navy, is a member of the Institute of Electrical and Electronics Engineers (IEEE).

EXHIBIT C

STATEMENT OF FINANCIAL ABILITY

Broadview has more than ample financial qualifications to provide facilities-based and resold local exchange services in Florida and is therefore financially qualified to provide these telecommunications services. Specifically, Broadview has access to the financing and working capital necessary to fulfill any obligations it may undertake with respect to maintenance and operation of its services, through its Parent. Broadview's Parent company, Broadview Networks Holdings, Inc., secured an underwritten commitment of \$125 million last year for a secured credit facility, arranged by GE Capital Corporation, First Union Securities, Inc. and the CIT Group, Inc. A copy of the press release announcing this financing is attached hereto as *Exhibit C1*. Further, a copy of Broadview's financial statements are attached as *Exhibit C2*. As Broadview is a privately-held corporation, it is under no obligation to publicly disclose its financial status. Its financial statements contain proprietary information that is not generally available to the public, and the release of which would be harmful to Broadview. Accordingly, *Exhibit C2* is filed confidentially, under seal and the Company respectfully requests that *Exhibit C2* not be made part of the public record.

EXHIBIT C1

PRESS RELEASE REGARDING FINANCING

Broadview Networks Launches Syndication of Underwritten \$125 Million Credit Facility GE Capital, First Union & CIT Group Arrange Funding

Contact: Guido Schlesinger gschlesinger@broadviewnet.com - 212-400-1062
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NEW YORK, Oct. 4, 2000 – Broadview Networks Holdings, Inc. today announced that it has received an underwritten commitment of \$125 million for a senior secured credit facility, arranged by GE Capital Corporation, First Union Securities, Inc. and The CIT Group, Inc. Syndication of the facility was launched at a bank meeting in New York City on Sept. 28.

Broadview Networks, a network-based electronically integrated communications provider (e-ICP) and next-generation competitive local exchange carrier (CLEC), will use the financing for capital expenditures (primarily associated with network expansion), working capital needs, and prepayment of existing indebtedness.

The financing consists of an eight-year \$20 million senior secured revolving credit facility and an eight-year \$105 million delayed-draw term loan. The funding is supported by \$195 million in private equity investments over the last four years, \$122 million of which Broadview Networks raised in July 2000.

"Our ability to raise capital, both debt and equity, in the current market is a testament to our distinctive business model," said Vern M. Kennedy, president, chief executive officer and chairman of Broadview Networks. "With our newly secured funding commitments, we can continue to ramp up the business."

Broadview Networks (www.broadviewnet.com) provides integrated communications services, including local, long-distance and international voice services; data services; and high-speed Internet access using digital subscriber line (DSL) technology. The company serves small and medium-sized businesses and communications-intensive residential customers in the former Bell Atlantic (now Verizon Communications) territories of the northeastern and mid-Atlantic United States.

The company is the only e-ICP with a software system that is electronically integrated with the systems of Verizon and other infrastructure providers. This electronic integration permits Broadview Networks to provide its customers with its services within a 48-hour time frame, faster than typical CLECs, which have provisioning times of 20 to 45 days. Electronic integration also enables the company to build a critical mass of customers in a particular area even before investing in a co-location facility, unlike typical CLECs, which need to make significant capital expenditures before generating any sales.

EXHIBIT C2

FINANCIAL STATEMENTS

CONFIDENTIAL AND PROPRIETARY – FILED UNDER SEAL