

# INTEGRACORE

Monday October 14th, 2002

Blanca Bayo  
Director  
Florida Public Service Commission  
2540 Shumard Oak Boulevard  
Tallahassee, FL 32399-0850

RE: Certificate# 7446  
Docket # 020704  
BroadRiver Communication Corporation

Dear Ms. Bayo,

I am writing you to request an approval of asset transfer and authorization to provide telecommunications service as a CLEC in the state of Florida.

Integracore, Inc. acquired the stock and assets of BroadRiver Communication Corporation on June 6<sup>th</sup> of this year in the United States Bankruptcy Court for the Northern District of Georgia, Atlanta Division. As part of the agreement, Integracore has acquired the PSC/PUC certifications in the state of Florida and eight other states. It is our intention, with your approval, to continue to provide telecommunications services as a CLEC under the BroadRiver name in the state of Florida. I have enclosed all documentation regarding Integracore's acquisition of BroadRiver for your review. Integracore is now the parent company of BroadRiver and intends to sell all of its services under BroadRiver Communication Corporation. Please let me know what steps I need to take to fulfill this request before the certificate is cancelled under docket # 020704.

Thank you and good day,

Kevin Beebe  
General Manager

(678) 428-0793  
kbeebe@broadriver.com



**BroadRiver Communication Corporation**  
http://www.broadriver.com

<b>Kevin D. Beebe</b> General Manager 1000 Hemphill Avenue Atlanta, GA 30318	Direct 404.601.6701 Main 404.965.2349 Fax 404.874.5779 kbeebe@broadriver.com
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6/6/02

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF GEORGIA  
ATLANTA DIVISION

IN RE:	:	CHAPTER 7
	:	
BROADRIVER COMMUNICATIONS	:	
COMPANY,	:	CASE NO. 01-71888-PWB
	:	
Debtor.	:	JUDGE BONAPFEL

**ORDER AUTHORIZING THE SALE OF ASSETS**  
**FREE AND CLEAR OF LIENS, CLAIMS AND ENCUMBRANCES**  
**BY PRIVATE SALE**

The Trustee's motion to sell certain assets to Integracore Incorporated, a Georgia corporation ("Integracore"), for a sale price of \$20,000 (the "Motion") came before the Court on May 28, 2002. The Honorable C. Ray Mullins heard the matter, as the proposed purchaser was represented by Gregory D. Ellis, Esq., a former partner of Judge Bonapfel who was recently appointed as a bankruptcy judge in April 2002. The Trustee seeks authority to sell certain intangible personal property of the Debtor, consisting of all of the stock of BroadRiver Communication Corporation, a Delaware corporation, certain trademarks and domain names, and the debtor's interest, if any, in any public service commission or similar governmental entity's licenses listed on Exhibit "A" attached hereto ("Purchased Assets") for a sale price of \$20,000, on an "as is, where is" basis, free and clear of liens, claims and encumbrances. The Motion made reference to the sale of stock of BroadRiver Communications Corporation instead of BroadRiver Communication Corporation as the corporation registration to do business in Georgia mistakenly utilized the plural form of communications.

This Court (the "Court"), having reviewed the Motion and having conducted a hearing on the Motion at which time the Debtor and all parties in interest were given an opportunity to be heard; and having considered the presentations of counsel and evidence proffered at the hearing and it appearing that the Trustee and the proposed purchaser have given adequate notice of the Motion as is appropriate under the circumstances, makes the following findings of fact and conclusions of law:

- (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2);
- (b) notice of the Motion and the opportunity for a hearing thereon were adequate and appropriate and no other notice need be given;

- (c) All references to BroadRiver Communications Corporation in the Motion are deemed references to BroadRiver Communication Corporation and that the difference in the name as referenced in the Motion is immaterial.
- (d) the disclosure of the preliminary discussions between Integracore and Logicorp.com Inc., a Georgia corporation ("Logicorp"), who employs Michael Huebner, an ex-employee of the Debtor who is familiar with the licenses Debtor maintains that Integracore wishes to purchase, regarding a potential equity investment by Logicorp in Integracore were adequate and appropriate;
- (e) the Debtor or Broad River Communication Corporation, a Delaware corporation, ~~owns the Purchased Assets;~~
- (f) the Trustee has the authority to sell the Purchased Assets free and clear of liens, claims and encumbrances to Integracore as set forth in the Motion;
- (g) Integracore has acted in good faith and is entitled to the protections of § 363(m) of the Bankruptcy Code; and
- (h) the legal and factual bases set forth in the Motion and the evidence proffered at the hearing constitute just cause for the relief granted herein; Accordingly, it is hereby:

**ORDERED AND ADJUDGED**, that the Motion be, and it hereby is, **GRANTED**; and it is further

**ORDERED**, pursuant to the provisions of § 363(f) of the Bankruptcy Code, the Trustee is hereby authorized to transfer the Purchased Assets pursuant to that certain Purchase Agreement, between the Trustee and Integracore, whose material terms are set forth on **Exhibit "B"** attached hereto, free and clear of any liens, claims, charges, equities, licenses, restrictions, security interests, encumbrances and the like of any person or entity; and it is further

**ORDERED**, pursuant to Bankruptcy Rule 6004(g), this Order shall be effective and enforceable immediately upon entry, and the Trustee shall upon such entry be immediately authorized to proceed with the transaction as set forth in the Purchase Agreement.

**SO ORDERED**, this 5 day of June, 2002.


  
C. Ray Mullins  
UNITED STATES BANKRUPTCY JUDGE

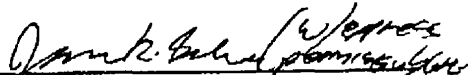
**Prepared and presented by:**

LAMBERTH, CIFELLI, STOKES,  
STOUT, P.A.  
Attorneys for Integracore, Incorporated

**Agreed to by:**

RAGSDALE, BEALS, HOOPER  
SEIGLER, LLP  
Attorney for the Trustee

By:   
Gregory D. Ellis  
Georgia Bar No. 245310  
3343 Peachtree Road, N.E.  
East Tower, Suite 550  
Atlanta, Georgia 30326-1022  
(404) 262-7373

By:   
James R. Schulz  
Georgia Bar No. 630274  
2400 International Tower  
229 Peachtree Street, N.E.,  
Atlanta, Georgia 30303-1629  
(404) 588-0500

**Identification of parties to be served pursuant to BLR 9013-3(c)(2) NDGa.:**

Gregory D. Ellis, Lamberth, Cifelli, Stokes, & Stout, P.A., 3343 Peachtree Road, N.E., Suite 550, Atlanta, Georgia 30326

Office of U.S. Trustee, 362 Richard Russell Bldg., 75 Spring Street SW, Atlanta, GA 30303

James R. Schulz, Ragsdale, Beals, Hooper & Seigler, LLP, 2400 International Tower, 229 Peachtree Street, N.E., Atlanta, Georgia 30303-1629

**EXHIBIT "A"**  
**PURCHASED ASSETS**

Stock Certificate(s)

All the issued and outstanding stock of BroadRiver Communication Corporation, a Delaware corporation.

Trademarks and Service Marks

BroadRiver  
BroadRiver Communications

Registered Internet Domain Names

purepacket.com  
broadriver.com  
broadriver.org  
broadrivercommunications.com  
broadrivercommunications.net  
broad-river.com  
broad-river.net  
broadriverusa.com  
broadrivernetworks.com  
broadrivernetworks.net  
broadriversolutions.com  
broadriversolutions.net  
mybroadriver.com  
mybroadriver.net  
briver.net  
broadriversucks.com  
georgiariver.com  
broadriverasia.com  
broadrivereurope.com

Licenses

California	Colorado	Tennessee
Florida	Georgia	Texas
Louisiana	North Carolina	
South Carolina		

**EXHIBIT "B"**

**MATERIAL TERMS**

**Proposed  
Purchaser:**

Integracore Incorporated, a Georgia corporation

**Assets to be sold:**

- 1) all issued and outstanding stock of BroadRiver Communication Corporation ("BroadRiver Corporation Stock"); and
- 2) ~~certain trademarks, service marks and domain names~~ listed on Exhibit A to this Order ("IP Assets", the IP Assets and "BroadRiver Corporation Stock" hereinafter collectively referred to as the "Purchased Assets").

**Terms:**

\$20,000.00 for all right, title and interest of the Debtor's estate in the Purchased Assets.