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October 29, 2004

040000

BY OVERNIGHT MAIL

Blanca S. Bayó
Commission Clerk and Administrator Services
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

RECEIVED-FPSC
04 NOV - 1 AM 11:38
COMMISSION
CLERK

Re: BridgeCom International, Inc. and Broadview Networks, Inc.

Dear Ms. Bayó:

BridgeCom International, Inc. ("BridgeCom") and Broadview Networks, Inc. ("Broadview Networks") (together, the "Parties"), pursuant to the Rules of the Florida Public Service Commission ("Commission"), advise the Commission of a series of transactions which will result in a transfer of control carriers authorized to operate in Florida. In particular, BridgeCom Holdings, Inc. ("BridgeCom Holdings"), the corporate parent of BridgeCom, and Broadview Network Holdings, Inc. ("Broadview Holdings"), the corporate parent of Broadview Networks, have entered into an Agreement and Plan of Merger ("Agreement"), dated as of October 29, 2004, pursuant to which a newly formed wholly owned subsidiary of Broadview Holdings, BV-BC Acquisition Corporation, ("BV-BC"), will merge with and into BridgeCom Holdings. As a result, BridgeCom Holdings will become a wholly owned subsidiary of Broadview Holdings. At the same time, BridgeCom's current indirect shareholder, MCG Capital Corporation ("MCG"), will acquire a substantial equity interest and majority voting control of Broadview Holdings. MCG will thereby acquire indirect control over Broadview Networks and retain ultimate control over BridgeCom Holdings and its operating subsidiaries. In addition, the Parties will participate in certain debt financing arrangements as set forth in greater detail below.

The Parties emphasize that except for the debt issuances described herein, all of the transactions described herein will be completed at the holding company level and will not change the rates, terms or conditions under which the Parties provide service. The proposed transactions will be transparent to customers who receive services in Florida.

Based on a review of Florida law, it is the Parties understanding that no approval is required in Florida to complete the proposed transactions described herein. Accordingly, the

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FPSC-BUREAU OF RECORDS

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11732 NOV-1 04

FPSC-COMMISSION CLERK

Parties submit this filing as a courtesy and to ensure the continuing accuracy of the Commission's records. An original and seven (7) of copies of this letter are enclosed. Please date stamp and return the extra copy of this letter in the enclosed self-addressed stamped envelope.

The Parties further state as follows:

I. THE PARTIES

A. BridgeCom International, Inc. ("BridgeCom")

BridgeCom is a Delaware corporation with principal offices located at 115 Stevens Avenue, Third Floor, Valhalla, New York 10595. BridgeCom is a wholly owned subsidiary of BridgeCom Holdings, a private Delaware corporation. BridgeCom provides competitive local exchange services primarily in the mid-Atlantic and Northeast regions along with interexchange services in approximately twenty states. BridgeCom is also authorized to provide interstate and international services pursuant to authority granted by the Federal Communications Commission ("FCC") and holds authority to operate in Florida.¹

BridgeCom is ultimately owned, through BridgeCom Holdings, by MCG, a corporation formed under the laws of the State of Delaware with principal offices located at 1100 Wilson Boulevard, Suite 3000, Arlington, Virginia 22209. MCG is a publicly held financial services company (traded on the NASDAQ under the MCGC symbol) that provides financing and advisory services to a variety of small to mid-sized communications, information services, media and technology companies throughout the United States. Further information pertaining to MCG, including MCG's financial information and results of operations can be found in MCG's 2002 Annual Report and recent Securities and Exchange Commission filings which are available on line at: <http://investor.mcgcapital.com/> and are incorporated herein by reference.

B. Broadview Networks, Inc. ("Broadview Networks")

Broadview Networks is a New York corporation with offices located at 59 Maiden Lane, 27th Floor, New York, New York 10038. Broadview Networks is a wholly owned subsidiary of Broadview Holdings, a privately held New York corporation. Broadview Networks is a network-based electronically integrated communications provider which serves small and medium-sized businesses and communications-intensive residential customers in the northeastern and mid-Atlantic United States. Broadview Networks offers integrated communications solutions, including local, long-distance and international voice services; data services; and dial-up and high-speed Internet services using digital subscriber line (DSL) and other advanced technologies. Broadview Networks is authorized to provide competitive

¹ Florida Public Service Commission, Docket No. 010655-TI, authorizing BridgeCom to provide interexchange services.

telecommunications services in approximately 22 states, including Florida and holds authority from the FCC to provide international and interstate service.²

Broadview NP is a Delaware Corporation with principal offices located at 59 Maiden Lane, 27th Floor, New York, New York 10038 which is also wholly owned subsidiary of Broadview Holdings. Broadview NP is authorized to provide competitive telecommunications services in approximately 24 states and holds authority from the FCC to provide international and interstate service. Broadview NP does not hold authority and does not provide service in Georgia.

Broadview Holdings, the parent company of Broadview Networks and Broadview NP is privately held by a number of institutional and other investors. Information and management biographies for the Broadview management team is available online at: http://www.broadviewnet.com/aboutus/executive_team.asp?scenario=0. Information about Broadview Holdings' current investors and shareholders is also available online at: http://www.broadviewnet.com/aboutus/investor_relations.asp?scenario=0.

II. DESCRIPTION OF THE TRANSACTIONS

BridgeCom Holdings, the corporate parent of BridgeCom, and Broadview Holdings, the corporate parent of Broadview Networks, have entered into an Agreement and Plan of Merger ("Agreement") dated as of October 29, 2004.³ Pursuant to that Agreement, Broadview Holdings will create a new merger subsidiary, BV-BC, which will be merged with and into BridgeCom Holdings, with BridgeCom Holdings surviving the merger. As a result, BridgeCom Holdings will become a wholly owned direct subsidiary of Broadview Holdings and BridgeCom will become wholly owned indirect subsidiaries of Broadview Holdings.

In return for transferring its interest in BridgeCom Holdings to Broadview Holdings, MCG (currently the indirect sole owner of BridgeCom Holdings) will receive a substantial equity interest along with voting control (60%) of Broadview Holdings.⁴ Accordingly, as a result of the proposed transactions, MCG will acquire indirect control of Broadview Holdings, Broadview Networks and Broadview NP. MCG will also retain indirect control of BridgeCom, through its interests in Broadview Holdings. Current Broadview Holdings shareholders which will continue to hold significant minority interests in Broadview Holdings and therefore, indirectly, in the Parties. An illustrative chart of the proposed transactions is provided in Exhibit A.

² Florida Public Service Commission, Docket Nos. 020238 and 020239, issued July 18, 2002, authorizing Broadview Networks to provide facilities-based interexchange and local exchange services.

³ A copy of the Agreement will be provided upon request.

⁴ Although MCG will obtain and will exercise majority voting control over Broadview Holdings, and therefore indirectly over the Parties, MCG's economic interest in Broadview Holdings will be less than 49%.

In connection with the proposed transactions, the Parties are also seeking approval to participate in certain additional debt financing arrangements. In particular, as a result of the proposed transactions, the Parties expect that Broadview Holdings will enter into certain senior secured debt financing arrangement in the amount of no more than \$90 Million. Those debt arrangements will be secured by all of the assets of the Parties and the Parties will guarantee those debt obligations. In addition, Broadview Holdings (including the Parties) will enter into additional unsecured financing arrangements in which Broadview Holdings borrows up to \$55 million in unsecured debt which indebtedness is guaranteed by the Parties and all the other direct and indirect subsidiaries of Broadview Holdings.

Except for the new debt financing arrangements described above, the proposed transactions will be completed at the holding company level and consummation of the transactions will not result in any transfer or assignment of the operating authority held by any of the Parties or their respective customers or result in any change of the names under which the operating companies provide service. The Parties will each continue to provide service to their respective customer bases and immediately following the transactions, all of the Parties will continue to conduct their respective operations in substantially the same manner in which those operations are currently conducted. Customers of the Parties will continue to receive service under the same rates, terms and conditions that currently apply to those services. As a result, the proposed transactions will be transparent to customers in terms of the services that they receive.

III. PUBLIC INTEREST STATEMENT

The proposed transactions described above will serve the public interest by providing the Parties greater access to capital and allowing the Parties to realize certain operational and other efficiencies which will allow the Parties to streamline their respective operations, better utilize their respective resources, and improve implementation of their business strategies going forward. Those benefits will facilitate the ability of the Parties to compete in their respective markets and to continue to provide high quality services to existing customers.

At the same time, the proposed indirect changes in ownership of the Parties will not inconvenience, confuse or otherwise harm customers. Indeed, immediately following the proposed transactions, the customers of the Parties will continue to receive service under the same rates, terms and conditions of service as those customer currently receive. The proposed transactions therefore will be entirely transparent to customers in terms of the services they receive. In sum, the proposed transactions are expected to enhance the ability of the Parties, to provide high-quality telecommunications services in Florida which should invigorate competition and thereby benefit consumers of telecommunications services.

IV. CONCLUSION

For the reasons stated above, the Parties respectfully submit that the proposed transactions serve the public interest, convenience, and necessity. Questions regarding this filing may be directed to the undersigned.

Respectfully submitted,



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Counsel for Broadview

List of Exhibits

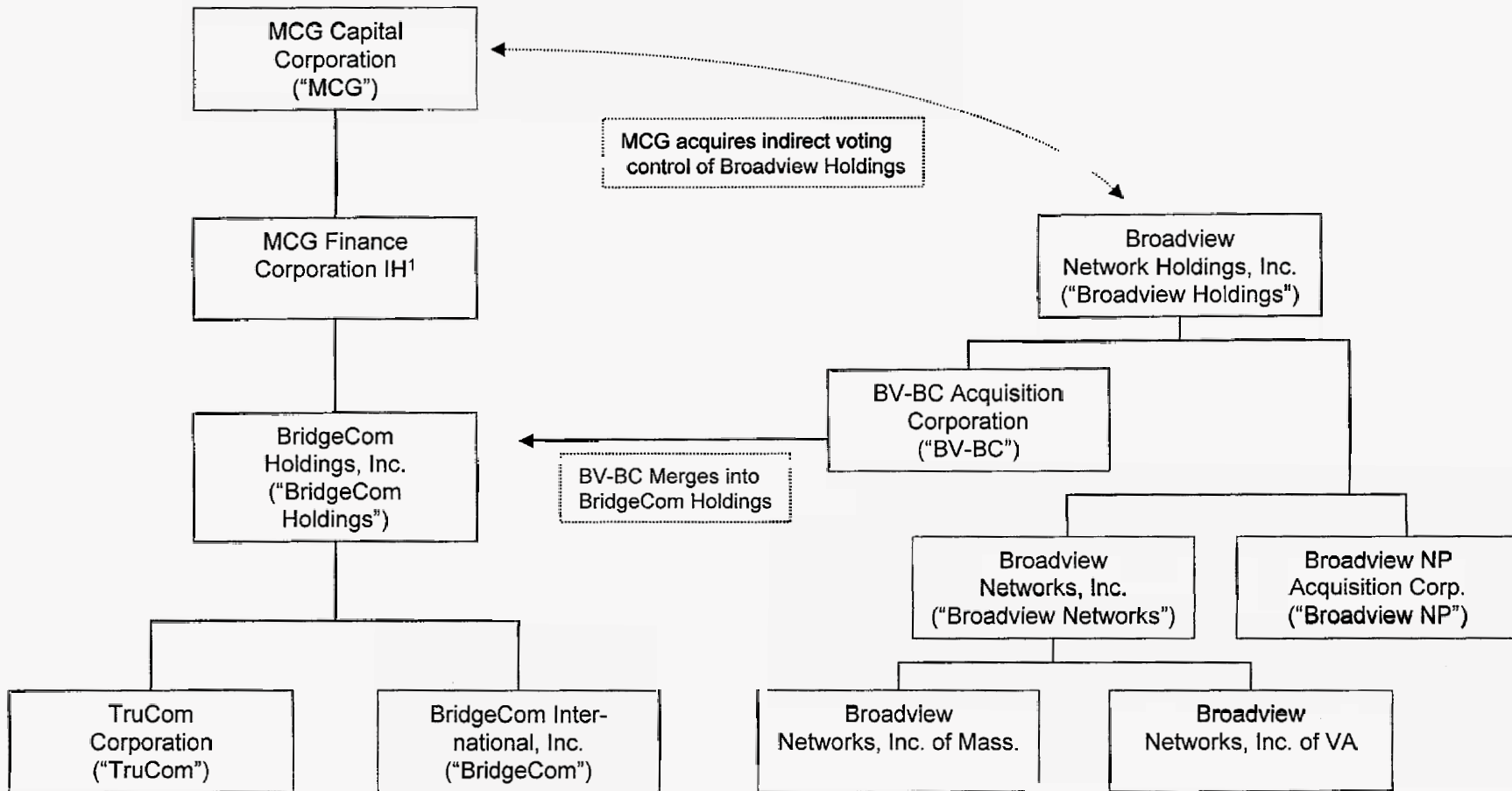
Exhibit A - Illustrative Chart
Verifications

Exhibit A

Illustrative Chart

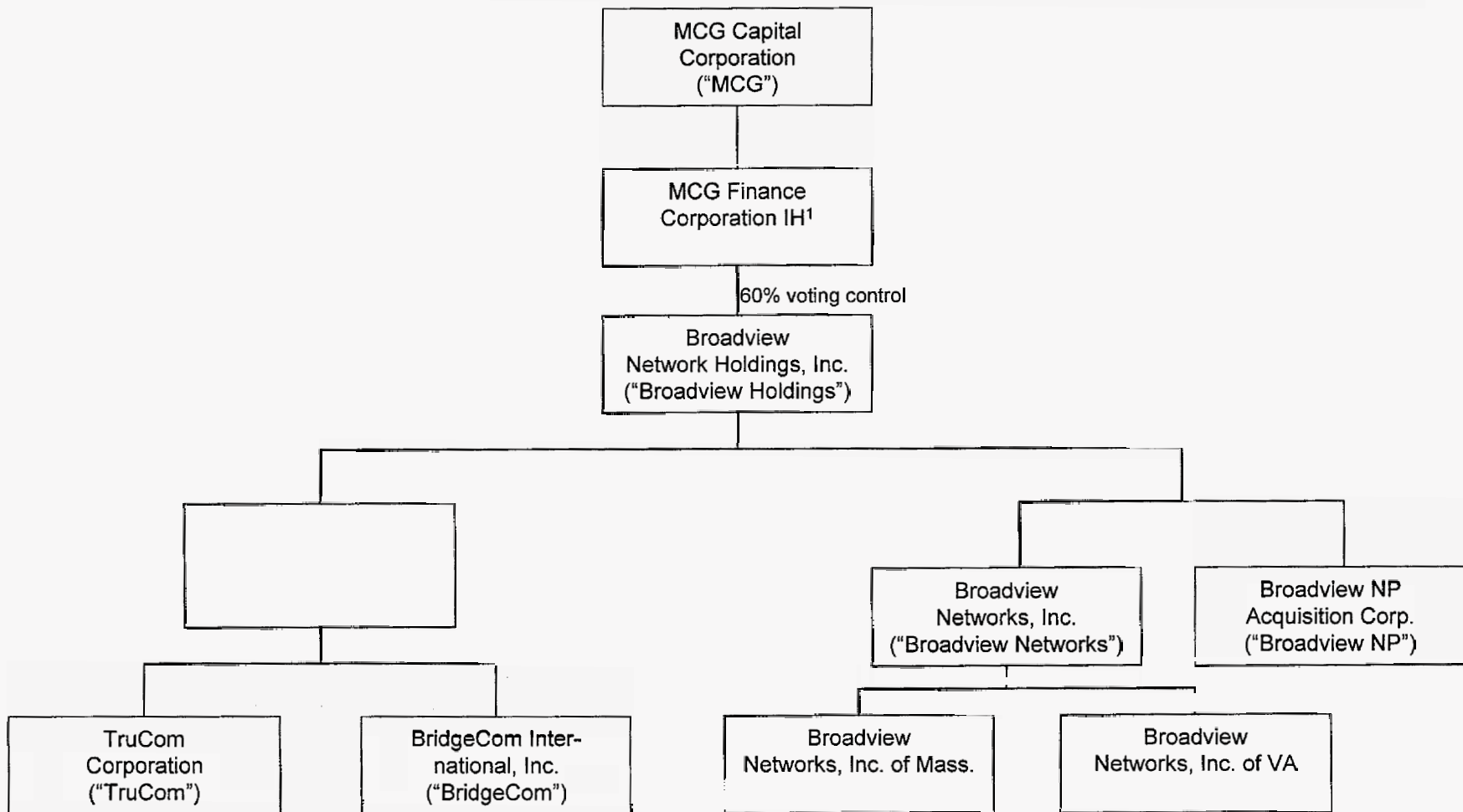
BridgeCom/Broadview Illustrative Chart

Pre-Transaction



BridgeCom/Broadview Illustrative Chart

Post-Transaction



Currently a corporation, but may be converted to an Limited Liability Company in connection with the proposed transaction.

VERIFICATION

STATE OF NEW YORK §
 §
COUNTY OF WESTCHESTER §

I, Charles C. Hunter, hereby state that I am Vice President and General Counsel of BridgeCom Holdings, Inc.; that I am authorized to make this Verification on behalf of BridgeCom Holdings, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the statements in the foregoing document are true and correct to the best of my knowledge, information, and belief.

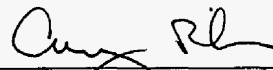


Charles C. Hunter
Vice President and General Counsel
BridgeCom Holdings, Inc.

Charles C. Hunter

Typed or Printed Name

SWORN TO AND SUBSCRIBED before me on the 28 day of October, 2004.



Notary Public

My commission expires: 9/21/06

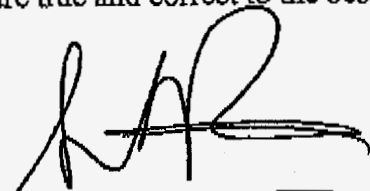
COREY RINKER
NOTARY PUBLIC, STATE OF NEW YORK
No. 02R16013491
QUALIFIED IN WESTCHESTER COUNTY
MY COMMISSION EXPIRES 9/21/2006

VERIFICATION

STATE OF New York
CITY OF New York

§
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§

I, Stephan Fromme, hereby state that I am Vice President & Treasurer of Broadview Network Holdings, Inc.; that I am authorized to make this Verification on behalf of Broadview Network Holdings, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the statements in the foregoing document are true and correct to the best of my knowledge, information, and belief.

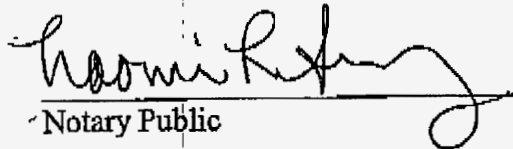


[NAME] Stephan Fromme
[TITLE] Vice President + Treasurer
Broadview Network Holdings, Inc.

Stephan Fromme
Typed or Printed Name

SWORN TO AND SUBSCRIBED before me on the 29th day of October, 2004.

NAOMI L. SINGER
NOTARY PUBLIC-STATE OF NEW YORK
No. 02516109843
Qualified in New York County
Commission Expires May 24, 2008


Notary Public

My commission expires: _____