

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re : Chapter 11
: :
Broadview Networks Holdings, Inc., et al.,¹ : Case No. 12-13581 (SCC)
: :
Debtors. : Jointly Administered
-----X

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ORDER (A) SCHEDULING COMBINED HEARING ON ADEQUACY OF DISCLOSURE STATEMENT AND CONFIRMATION OF PREPACKAGED PLAN, (B) ESTABLISHING PROCEDURES FOR OBJECTING TO DISCLOSURE STATEMENT AND PREPACKAGED PLAN, (C) APPROVING FORM AND MANNER OF NOTICE OF COMBINED HEARING

Upon the motion (the "Motion") of the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors") for entry of (i) an order (the "Scheduling Order") (a) scheduling a combined hearing on the adequacy of the Debtors' Disclosure Statement, approval of the Solicitation Procedures and confirmation of the Prepackaged Plan (the "Combined Hearing"), (b) approving the procedures for objecting to the adequacy of the Disclosure Statement, approval of the Solicitation Procedures and confirmation of the Prepackaged Plan, and (c) approving the form and manner of the Combined Notice; and (ii) an order (the "Confirmation Order") (a) approving the Solicitation Procedures, (b) approving the adequacy of the Disclosure Statement, and (c) confirming the Prepackaged Plan; and upon the

¹ The last four digits of the taxpayer identification numbers of the Debtors follow in parentheses: (i) Broadview Networks Holdings, Inc. (0798); (ii) A.R.C. Networks, Inc. (0814); (iii) ARC Networks, Inc. (4934); (iv) ATX Communications, Inc. (2245); (v) ATX Licensing, Inc. (9838); (vi) ATX Telecommunications Services of Virginia, LLC (3888); (vii) BridgeCom Holdings, Inc. (2965); (viii) BridgeCom International, Inc. (3985); (ix) BridgeCom Solutions Group, Inc. (3989); (x) Broadview Networks, Inc. (1082); (xi) Broadview Networks of Massachusetts, Inc. (8054); (xii) Broadview Networks of Virginia, Inc. (6404); (xiii) Broadview NP Acquisition Corp. (2734); (xiv) BV-BC Acquisition Corporation (7846); (xv) CoreComm-ATX, Inc. (0529); (xvi) CoreComm Communications, LLC (2077); (xvii) Digicom, Inc. (0777); (xviii) Eureka Broadband Corporation (6004); (xix) Eureka Holdings, LLC (1318); (xx) Eureka Networks, LLC (1244); (xxi) Eureka Telecom, Inc. (3720); (xxii) Eureka Telecom of VA, Inc. (5508); (xxiii) InfoHighway Communications Corporation (0551); (xxiv) Info-Highway International, Inc. (8543); (xxv) InfoHighway of Virginia, Inc. (1600); (xxvi) nex-i.com, inc. (7035); (xxvii) Open Support Systems LLC (9972); and (xxviii) TruCom Corporation (0714). The Debtors' executive headquarters' address is 800 Westchester Avenue, Rye Brook, NY 10573.

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Declaration of Michael K. Robinson, President and Chief Executive Officer of Broadview Networks Holdings, Inc., In Support of Chapter 11 Petitions and First Day Pleadings; and due and sufficient notice of the Motion having been given; and it appearing that no other or further notice need be provided; and it appearing that the relief requested by this Motion is in the best interests of these estates, their creditors, and other parties-in-interest; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Motion is granted as set forth in this Scheduling Order.
2. Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.
3. The Combined Hearing (at which time the Court will consider, among other things, the adequacy of the Disclosure Statement and confirmation of the Prepackaged Plan) will be held before the Honorable Shelley C. Chapman, United States Bankruptcy Judge, in Courtroom 621 of the United States Bankruptcy Court, One Bowling Green, New York, NY 10004, on **October 3, 2012 at 10:00 a.m.** (prevailing Eastern time). The Combined Hearing may be continued from time to time by the Court without further notice.
4. The Debtors are hereby granted a waiver of the twenty-eight (28) day notice requirement of Bankruptcy Rule 2002(b) for filing objections to the Prepackaged Plan.
5. Any objections to the approval of the Disclosure Statement, adequacy of the Disclosure Statement, or confirmation of the Prepackaged Plan must:
 - (a) be in writing;
 - (b) state the name and address of the objecting party and the amount and nature of the claim or interest of such party;

- (c) state with particularity the basis and nature of any objection to the Prepackaged Plan and, if practicable, proposed modification to the Prepackaged Plan that would resolve such objection; and
- (d) be filed, together with proof of service, with the Court and served so that they are actually received by the parties identified in the Combined Notice, no later than **12:00 p.m. (prevailing Eastern Time), on September 25, 2012** (the “**Objection Deadline**”).

6. Any objections not timely filed and served in the manner set forth in this Scheduling Order may not be considered and may be overruled.

7. The Debtors are authorized to combine the notice of the Combined Hearing with the notice of the commencement of the chapter 11 cases.

8. The form of Combined Notice is approved, and the Debtors shall mail or cause to be mailed a copy of the Combined Notice, in substantially the form attached to the Motion as Exhibit A, as soon as reasonably possible after the entry of this Scheduling Order upon: (a) all holders of impaired claims against and impaired interests in the Debtors; (b) the Office of the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”); (c) the Securities Exchange Commission; (d) counsel for any official committee appointed in these cases; (e) counsel for the administrative agent under the Debtors’ prepetition and postpetition revolving credit agreements; (f) counsel to the Required Consenting Noteholders; (g) the United States Attorney’s Office for the Southern District of New York; (h) the Department of Justice; (i) the Internal Revenue Service; (j) the Environmental Protection Agency; (k) relevant federal, state and local taxing authorities at their statutory addresses; (l) the Federal Communications Commission; (m) relevant state public utility commissions; and (n) parties who have filed a request for service of all pleadings pursuant to and in accordance with Bankruptcy Rule 2002 as of the day prior to service.

9. The Debtors shall publish a notice substantially similar to the Combined Notice (or a summary thereof) in *The Wall Street Journal* (global edition) and any other publications the Debtors deem necessary.

10. The notice procedures set forth above constitute good and sufficient notice of the Combined Hearing and the commencement of the chapter 11 cases and the deadline and procedures for objecting to the approval of the Solicitation Procedures, adequacy of the Disclosure Statement, and confirmation of the Prepackaged Plan, and no other or further notice shall be necessary.

11. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Scheduling Order.

12. Notwithstanding any Bankruptcy Rule to the contrary, this Order shall be immediately effective and enforceable upon its entry.

13. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

Dated: August 23, 2012
New York, New York

/s/ Shelley C. Chapman
HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE

Rachel C. Strickland
 Jennifer J. Hardy
 Anna C. Burns
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UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK

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 In re : Chapter 11
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**SUMMARY OF PREPACKAGED PLAN AND NOTICE OF
 (I) COMMENCEMENT OF CHAPTER 11 CASES AND
 (II) COMBINED HEARING ON DISCLOSURE STATEMENT
 AND CONFIRMATION OF PREPACKAGED PLAN OF REORGANIZATION**

NOTICE IS HEREBY GIVEN as follows:

Notice of Chapter 11 Bankruptcy Case & Deadlines

Commencement of Chapter 11 Cases. On August 22, 2012, the debtors and debtors in possession in the above-captioned cases (the "**Debtors**") filed petitions commencing cases under chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**") in the United States Bankruptcy Court for the Southern District of New York (the "**Bankruptcy Court**"). You may be a creditor of the Debtors. **This notice lists important deadlines.** You may want to consult an attorney to protect your rights. You will not receive notice of all documents filed in these chapter 11 cases. All documents filed with the Bankruptcy Court will be available (a) for inspection at the Office of the Clerk of the Bankruptcy Court or by accessing the Bankruptcy Court's website, www.nysb.uscourts.gov, (b) by written request to the Debtors' noticing and claims agent, Kurtzman Carson Consultants ("**KCC**"), 599 Lexington Avenue, 39th Floor, New York, NY 10022 or (c) by accessing the case website at www.kccllc.net/broadview. Note that you need a PACER password and login to access documents on the Bankruptcy Court's website (a PACER password is obtained by accessing the PACER website, <http://pacer.psc.uscourts.gov>).

Debtors (names and address)	Case Number	Tax ID Number
A.R.C. Networks, Inc.	12-13583 (SCC)	11-3240814
ARC Networks, Inc.	12-13584 (SCC)	11-3464934
ATX Communications, Inc.	12-13586 (SCC)	23-3032245



Debtors (names and address)	Case Number	Tax ID Number
ATX Licensing, Inc.	12-13587 (SCC)	23-309838
ATX Telecommunications Services of Virginia, LLC	12-13588 (SCC)	31-1773888
BridgeCom Holdings, Inc.	12-13589 (SCC)	13-4162965
BridgeCom International, Inc.	12-13590 (SCC)	13-4123985
BridgeCom Solutions Group, Inc.	12-13591 (SCC)	13-4123989
Broadview Networks Holdings, Inc.	12-13581 (SCC)	11-3310798
Broadview Networks, Inc.	12-13579 (SCC)	16-1401082
Broadview Networks of Massachusetts, Inc.	12-13592 (SCC)	11-3448054
Broadview Networks of Virginia, Inc.	12-13593 (SCC)	06-1596404
Broadview NP Acquisition Corp.	12-13594 (SCC)	51-0402734
BV-BC Acquisition Corporation	12-13595 (SCC)	20-5377846
CoreComm-ATX, Inc.	12-13596 (SCC)	23-3060529
CoreComm Communications, LLC	12-13597 (SCC)	13-4072077
Digicom, Inc.	12-13598 (SCC)	34-1460777
Eureka Broadband Corporation	12-13599 (SCC)	06-1506004
Eureka Holdings, LLC	12-13600 (SCC)	20-3341318
Eureka Networks, LLC	12-13601 (SCC)	20-3341244
Eureka Telecom, Inc.	12-13602 (SCC)	13-3793720
Eureka Telecom of VA, Inc.	12-13603 (SCC)	52-2325508
InfoHighway Communications Corporation	12-13604 (SCC)	76-0530551
Info-Highway International, Inc.	12-13605 (SCC)	76-0438543
InfoHighway of Virginia, Inc.	12-13606 (SCC)	26-0291600
nex-i.com, inc.	12-13607 (SCC)	22-3697035
Open Support Systems LLC	12-13608 (SCC)	11-3409972
TruCom Corporation	12-13609 (SCC)	13-3940714

Filing of Chapter 11 Bankruptcy Case. Chapter 11 allows a debtor to reorganize pursuant to a chapter 11 plan. A chapter 11 plan is not effective unless confirmed by the court. The Debtors will remain in possession of the Debtors' property and will continue to operate any business unless otherwise ordered by the Court.

Legal Advice. Neither the staff of the bankruptcy clerk's office, the United States Trustee, KCC, nor the Debtors' counsel can give you legal advice. Consult a lawyer to determine your rights in this case.

Creditors May Not Take Certain Actions. The filing of the bankruptcy case automatically stays certain collection and other actions against a debtor and a debtor's property. Consult a lawyer to determine your rights in this case. Prohibited collection actions are listed in Bankruptcy Code § 362. Common examples of prohibited actions include contacting a debtor by telephone, mail, or otherwise to demand repayment; taking actions to collect money or obtain

property from the debtor; repossessing a debtor's property; and starting or continuing lawsuits or foreclosures. Under certain circumstances, the stay may be limited to 30 days or not exist at all, although a debtor can request the court to extend or impose a stay.

Claims. A Proof of Claim is a signed statement describing a creditor's claim. If filed in these cases, you may look at the schedules of liabilities filed at the bankruptcy clerk's office. If your claim is scheduled and is not listed as disputed, contingent, or unliquidated, it will be allowed in the amount scheduled unless you filed a Proof of Claim or you are sent further notice about the claim. Whether or not your claim is scheduled, you are permitted to file a Proof of Claim if a deadline is set for filing Proofs of Claim. If your claim is not listed at all or if your claim is listed as disputed, contingent, or unliquidated, then you may be required to file a Proof of Claim or you might not be paid any money on your claim. The court has not yet set a deadline to file a Proof of Claim. If a deadline is set, you will be sent another notice. A secured creditor retains rights in its collateral regardless of whether that creditor files a Proof of Claim. Filing a Proof of Claim submits the creditor to the jurisdiction of the bankruptcy court, with consequences a lawyer can explain. For example, a secured creditor who files a Proof of Claim may surrender important nonmonetary rights, including the right to a jury trial.

Discharge of Debts. Confirmation of a chapter 11 plan may result in a discharge of debts, which may include all or part of your debt. *See* Bankruptcy Code § 1141(d). A discharge means that you may never try to collect the debt from the debtor, except as provided in the plan. If you believe that a debt owed to you is not dischargeable under Bankruptcy Code § 1141(d)(6)(A), you must start a lawsuit by filing a complaint in the bankruptcy clerk's office.

Bankruptcy Clerk's Office. Any paper that you file in this bankruptcy case should be filed at the bankruptcy clerk's office at the following address: Clerk of the Bankruptcy Court, One Bowling Green, New York, New York 10004-1408. You may inspect all papers filed at the bankruptcy clerk's office.

Summary of Prepackaged Plan of Reorganization¹

On the Petition Date, the Debtors filed the Joint Prepackaged Reorganization Plan of Reorganization for Broadview Networks Holdings, Inc. and its Affiliated Debtors (as amended, the "**Prepackaged Plan**") and the accompanying Disclosure Statement for Solicitation of Acceptances of a Prepackaged Plan of Reorganization (the "**Disclosure Statement**"). The Prepackaged Plan provides for the restructuring of the Debtors' liabilities in a manner designed to maximize recoveries to holders of Claims against and Interests in the Debtors. In summary, the Prepackaged Plan provides that (a) holders of Senior Secured Notes Claims will receive their pro rata share of: (i) 97.5% of the New Common Stock of Reorganized Broadview subject to dilution by shares of New Common Stock issued pursuant to the Management Equity Plan or upon exercise of the New Warrants (also subject to dilution) and (ii) \$150 million of 10.5% New Senior Secured Notes due 2017; and (b) holders of Existing Preferred Interests will receive their pro rata share of (i) 2.5% of the New Common Stock, subject to dilution by shares of New

¹ This summary is qualified in its entirety by the terms of the Prepackaged Plan. In the event of any conflict between this summary and the terms of the Prepackaged Plan, the terms of the Prepackaged Plan shall control and govern.

Common Stock issued pursuant to the Management Equity Plan or upon exercise of the New Warrants, and (ii) the New Warrants.

The Debtors believe that through the Prepackaged Plan, holders of Allowed Claims or Allowed Interests will obtain a substantially greater recovery from the Debtors' estates than the recovery they would receive if (a) the Debtors filed chapter 11 petitions without prior approval of the Prepackaged Plan by a majority of their stakeholders or (b) the Debtors filed for chapter 7 protection. The Debtors believe that the Prepackaged Plan will afford the Debtors the opportunity and ability to continue their businesses as viable going concerns and preserve ongoing employment for the Debtors' employees.

Notes. Votes on the Prepackaged Plan were solicited prior to the Petition Date. The following chart summarizes the treatment provided by the Prepackaged Plan to each Class of Claims or Interests and indicates the acceptance or rejection by each Class. With respect to the Claims and Interests in Classes 9 and 10, the Debtors will request that the Prepackaged Plan be confirmed pursuant to section 1129(b) of the Bankruptcy Code.

Class	Description	Treatment	Accept/Reject	Estimated Recovery
Class 1	ABL Facility Claims	Unimpaired	Deemed to Accept	100%
Class 2	Senior Secured Notes Claims	Impaired	Accepted	100%
Class 3	Other Secured Claims	Unimpaired	Deemed to Accept	100%
Class 4	Other Priority Claims	Unimpaired	Deemed to Accept	100%
Class 5	General Unsecured Claims	Unimpaired	Deemed to Accept	100%
Class 6	Intercompany Claims	Unimpaired	Deemed to Accept	N/A
Class 7	Intercompany Interests	Unimpaired	Deemed to Accept	N/A
Class 8	Existing Preferred Interests	Impaired	Accepted	\$14.6 million ²
Class 9	Other Existing Equity	Impaired	Deemed to Reject	N/A
Class 10	Subordinated Securities	Impaired	Deemed to Reject	N/A

Treatment of Executory Contracts. On the Effective Date, all executory contracts and unexpired leases of the Debtors and/or the Estates shall be assumed by the Debtors and assigned to the Reorganized Company pursuant to the provisions of sections 365 and 1123 of the Bankruptcy Code, except: (a) any executory contracts and unexpired leases that are the subject of separate rejection motions filed pursuant to section 365 of the Bankruptcy Code by the Debtors before the entry of the Confirmation Order; and (b) any executory contract or unexpired lease that is the subject of a Cure Dispute pursuant to Section 9.2 of the Prepackaged Plan and for which the Debtors or the Reorganized Company, as the case may be, makes a motion to reject such contract or lease based upon the existence of such Cure Dispute filed at any time.

Subject to subsection 9.1(a) of the Prepackaged Plan and Section 9.2 of the Prepackaged Plan, the Confirmation Order shall constitute an order of the Bankruptcy Court approving the assumption or rejection, as applicable, of executory contracts and unexpired leases the assumption or rejection of which is provided for in Section 9.1(a) of the Prepackaged Plan

² The New Warrant component of the estimated recovery to holders of Existing Preferred Interests was calculated using the Black-Scholes model with a 35% volatility assumption.

pursuant to sections 365 and 1123 of the Bankruptcy Code and such assumption or rejection shall be deemed effective as of the Effective Date.

Releases by Holders of Claims and Interests. *Except as expressly set forth in the Prepackaged Plan or the Confirmation Order, on the Effective Date, to the fullest extent permissible under applicable law, as such law may be extended or interpreted subsequent to the Effective Date, each Releasing Party (regardless of whether such Releasing Party is a Released Party), in consideration for the obligations of the Debtors and the other Released Parties under the Prepackaged Plan, the Distributions provided for under the Prepackaged Plan, and the contracts, instruments, releases, agreements or documents executed and delivered in connection with the Prepackaged Plan and the Restructuring Transaction, will be deemed to have consented to the Prepackaged Plan for all purposes and the restructuring embodied herein and deemed to conclusively, absolutely, unconditionally, irrevocably and forever release, waive and discharge (and each entity so released shall be deemed released and discharged by the Releasing Parties) all claims (as such term "claim" is defined in section 101(5) of the Bankruptcy Code), obligations, debts, suits, judgments, damages, demands, rights, causes of action, remedies or liabilities whatsoever, including all derivative claims asserted or which could be asserted on behalf of a Debtor (other than all rights, remedies and privileges of any party under the Prepackaged Plan, and the Plan Supplement and the contracts, instruments, releases, agreements and documents (including, without limitation, the Plan Documents) delivered under or in connection with the Prepackaged Plan), including, without limitation, any claims for any such loss such holder may suffer, have suffered or be alleged to suffer as a result of the Debtors commencing the Reorganization Cases or as a result of the Prepackaged Plan being consummated, whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, then existing or thereafter arising, in law, equity or otherwise that are based on, related to, or in any manner arising from, in whole or in part, any act or omission, transaction, event or other occurrence taking place on or prior to the Effective Date in any way relating to the Debtors, the Reorganized Debtors, the Reorganization Cases, the purchase or sale or rescission of the purchase or sale of any security of the Debtors or the Reorganized Debtors, the subject matter of, or the transactions or events giving rise to, any Claim or Interest that is treated in the Prepackaged Plan, the business or contractual arrangements between any Debtor and any Releasing Party, the restructuring of Claims or Interests prior to or in the Reorganization Cases, the Prepackaged Plan or the Disclosure Statement or any related contracts, instruments, releases, agreements and documents, or upon any other act or omission, transaction, agreement, event or other occurrence taking place on or before the Effective Date, against any Released Party and its respective property; provided, however, that in no event shall anything in this Section 8.4(c) of the Prepackaged Plan be construed as a release of any (i) Intercompany Claim or (ii) a Person's fraud, gross negligence or willful misconduct, as determined by a Final Order, for matters with respect to the Debtors.*

A "**Released Party**" means each of, and solely in its capacity as such: (a) the Debtors; (b) the ABL Agent; (c) the ABL Lenders; (d) the Consenting Noteholders; (e) the Senior Secured Notes Trustee; (f) the Consenting Equity Holders; (g) the DIP Lenders; (h) the DIP Agent; and (i) with respect to each of the foregoing entities in clauses (a) through (h), such entity's current affiliates, subsidiaries, officers, directors, principals, members, employees, agents, financial advisors, attorneys, accountants, investment bankers, consultants, representatives, equity holders, partners and other professionals.

Hearing on Adequacy of Disclosure Statement and Confirmation of Prepackaged Plan

A hearing will be held on **October 3, 2012 at 10:00 a.m.** (prevailing Eastern time), before the Honorable Shelly C. Chapman in the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY 10004 to consider (i) the adequacy of the information contained in the Disclosure Statement and (ii) confirmation of the Prepackaged Plan (the "**Combined Hearing**"). The Combined Hearing may be continued from time to time by announcing such continuance in open court and the Prepackaged Plan may be further modified, if necessary, pursuant to 11 U.S.C. § 1127 prior to, during, or as a result of the Combined Hearing, without further notice to parties-in-interest.

Any objections to the adequacy of the Disclosure Statement or confirmation of the Prepackaged Plan must

- (a) be in writing;
- (b) state the name and address of the objecting party and the amount and nature of the claim or interest of such party;
- (c) state with particularity the basis and nature of any objection to the Prepackaged Plan and, if practicable, proposed modification to the Prepackaged Plan that would resolve such objection; and
- (d) be filed, together with proof of service, with the Court and served so that they are actually received no later than **12:00 p.m.** (prevailing Eastern Time), on **September 25, 2012** by (1) counsel to the Debtors, Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019 (Attn: Rachel C. Strickland, Esq. and Jennifer J. Hardy, Esq.); (2) the Office of the United States Trustee, 33 Whitehall Street, 21st Floor, New York, NY 10004; (3) the agent for the Debtors' proposed debtor-in-possession financing facility; (4) counsel to the Required Consenting Noteholders, Dechert LLP, 1095 Avenue of the Americas, New York, NY 10036 (Attn: Michael Sage, Esq. and Michael Brown, Esq.); and (5) those parties who have filed a notice of appearance and request for service of pleadings in these chapter 11 cases.

Only those objections that are timely filed and received will be considered by the Court. **Objections not timely filed and served in the manner set forth above will not be considered and will be deemed overruled.**

The time fixed for the Combined Hearing and objections to adequacy of the Disclosure Statement and confirmation of the Prepackaged Plan may be rescheduled by the Bankruptcy Court. Notice of the rescheduled date or dates, if any, will be provided by an announcement at the Combined Hearing and will be available on the electronic case filing docket.

Section 341(a) Meeting


A meeting pursuant to section 341(a) of the Bankruptcy Code (the “**Section 341(a) Meeting**”) shall be held at the Office of the United States Trustee, 33 Whitehall Street, 21st Floor, New York, NY 10004, on **October 10, 2012 at 2:00 p.m.** prevailing Eastern Time, which date may be adjourned without further notice. Such meeting will not be convened if the Prepackaged Plan is confirmed prior to the date set forth above for the Section 341(a) Meeting.

Dated: New York, New York
August 24, 2012

BY ORDER OF THE COURT

WILLKIE FARR & GALLAGHER LLP
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*Proposed Attorneys to Debtors and
Debtors in Possession.*



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