



Making Connections That Make a Difference.

800 Westchester Avenue
Suite N501
Rye Brook, NY 10573

December 31, 2009

Ms. Patricia Van Gerpen
Executive Director
South Dakota Public Utilities Commission
500 E. Capital Avenue
Pierre, SD 57501-5070

Re: Broadview Networks, Inc.
Application for Certificate of Convenience and Necessity and Authority
To Transact the Business of a Competitive Local Exchange Services
Provider Within the State of South Dakota

Dear Ms. Van Gerpen:

Broadview Networks, Inc. ("Broadview") hereby submits and original and one (1) copy of its Application for Certificate of Authority for Local Exchange and Interexchange Services within the State of South Dakota, together with all exhibits thereto. This document will also be filed with the Commission electronically today.

Please return the enclosed "file/stamp" copy of this transmittal letter in the addressed, stamped envelope provided for that purpose.

If you have any questions concerning this submission, please contact me at (240) 461-0412 or channan@broadviewtel.com.

Respectfully submitted,

A handwritten signature in cursive script that reads "Catherine M. Hannan".

Catherine M. Hannan

Enclosures

**BEFORE THE
SOUTH DAKOTA PUBLIC UTILITIES COMMISSION**

Application of _____)	
)	
Broadview Networks, Inc.)	
)	Docket No. _____
For a Certificate of Authority for Local)	
Exchange and Interexchange Telecommunications)	
Services Within The State of South Dakota)	

APPLICATION

COMES NOW Broadview Networks, Inc. (“Applicant” or “Broadview”), pursuant to SDCL 49-31 and Chapters 20:10:32:02 and 20:10:24:02 of the Telecommunications Services Rules of the South Dakota Public Utilities Commission (“Commission”),¹ and files this Application for a Certificate of authority to provide competitive local exchange services on a facilities-based, UNE-based and/or resold basis and interexchange telecommunications services within the State of South Dakota. In support of its Application, Broadview provides the following information:

(1) Applicant’s name, address, telephone number, facsimile number, web page URI and E-mail address:

Broadview Networks, Inc.
800 Westchester Avenue, Suite N-501
Rye Brook, NY 10573
(914) 922-7000 (tel)
(914) 922-7001 (fax)
www.broadviewnet.com

¹ Inasmuch as Chapter 20:10:32:02 of the Commission’s Telecommunications Services Rules is more expansive than Chapter 20:10:24:02, Applicant submits the requisite information in the format anticipated by 20:10:32:02. Applicant’s responsive information, however, fully complies with the information requests embodied in Chapter 20:10:24:02.

(2) A description of the legal and organizational structure of Applicant's company:

Broadview is a New York corporation, formed June 5, 1991. Broadview is a wholly-owned subsidiary of Broadview Networks Holdings, Inc.

(3) The name under which Applicant will provide local exchange services if different than in subdivision (1) of this section:

Not applicable. Applicant will provide local exchange services under its legal name, Broadview Networks, Inc.

(4) The location of the applicant's principal office, if any, in this state and the name and address of its current registered agent, if applicable:

Broadview does not currently have physical offices within the State of South Dakota. Broadview's current registered agent is

CT Corporation System
319 S. Coteau Street
Pierre, SD 57501-3108

(5) A copy of its certificate of authority to transact business in South Dakota from the secretary of state:

Broadview's Certificate of Authority to transact business in the State of South Dakota is attached hereto at **Exhibit A**.

(6) A description of Applicant's experience providing any telecommunications services in South Dakota or in other jurisdiction, including the types of services provided, and the dates and nature of state or federal authorization to provide the services:

Broadview has not provided any telecommunications services in South Dakota. Applicant is authorized, however, by the Federal Communications Commission to provide interstate domestic and international telecommunications services pursuant to Section 214 of the Communications Act of 1934, as amended (ITC-214-20000-128-00044, February 23, 2000). Broadview is also registered, certified, or otherwise authorized to provide interexchange long distance telecommunications services throughout the remainder of the contiguous United States.

Additionally, Broadview has authority to provide local exchange telecommunications services in California, Connecticut, the District of Columbia, Delaware, Florida, Georgia, Maine, Maryland, Massachusetts, Michigan, Mississippi, Missouri, Montana, New Hampshire, New Jersey, Nevada, New York, North Dakota, Ohio, Oregon, Pennsylvania, Rhode Island, Tennessee, Texas, Utah, Vermont, Virginia and Washington. Additional information concerning grant dates and nature of Broadview's telecommunications certifications is set forth in **Exhibit B** hereto.

(7) Names and addresses of applicant's affiliates, subsidiaries, and parent organizations, if any:

Broadview Networks, Inc., is a wholly-owned subsidiary of Broadview Networks Holdings, Inc. Applicant's parent corporation also owns, directly or indirectly, 100% of certain other subsidiaries which are authorized to provide local and/or long distance telecommunications services in various jurisdictions. The names of these entities are:

A.R.C. Networks, Inc.
ATX Licensing, Inc.
BridgeCom International, Inc.
Broadview NP Acquisition Corp.
Eureka Telecom, Inc.
TruCom Corporation
Broadview Networks of Virginia, Inc

Each of the above-listed subsidiaries, and Broadview's parent entity, may be contacted at Broadview's principal office, 800 Westchester Avenue, Suite N-501, Rye Brook, NY 10573.

(8) A list and specific description of the types of services the applicant seeks to offer and how the services will be provided including:

(a) Information indicating the classes of customers Applicant intends to serve:

Broadview's primary focus will be upon the provision of local exchange telecommunications services to business customers. While Broadview's services will be more

focused upon serving the telecommunications needs of small business and large business/large organization customers, they are also suitable for, and available to, individual households.

(b) Information indicating the extent to and time-frame by which Applicant will provide service through the use of its own facilities, the purchase of unbundled network elements, or resale:

Broadview intends to offer a broad range of local telecommunications services through the use of its own facilities, resold facilities and through a combination of these provisioning methods. Broadview will not be installing any facilities other than equipment to be installed in existing buildings or structures for the purpose of providing local exchange telecommunications services in West Virginia. This equipment may eventually include switches; no business decision has yet been made as to the location of any such switching equipment. Broadview anticipates initiation of service upon grant of authority from this Commission; *i.e.*, within the first quarter of 2010.

(c) A description of all facilities that the applicant will utilize to furnish the proposed local exchange services, including any facilities of underlying carriers:

As noted above, Broadview will utilize its own facilities (primarily consisting of switches and related equipment), resold facilities obtained from other certificated providers and/or a combination of both.

(d) Information identifying the types of services it seeks authority to provide by reference to the general nature of the service:

Broadview is a network-based business communications provider providing local and long distance voice communications, premises-based and patented hosted VoIP systems, data services encompassing premises-based and MPLS-enabled applications, traditional telephone hardware, high-speed internet services, a full suite of managed services and a range of professional services. Broadview's OfficeSuite USB Phone" offering integrates enterprise-grade

features and business calling plans. The service offers the convenience of a PC-based softphone integrated with the functionality of an enterprise-grade phone system like a PBX or key system.

OfficeSuite USB Phone operates as a full-featured extension of Broadview's hosted IP phone service, OfficeSuite. Specifically, through the instant Application, Broadview seeks Commission approval of authority to provide local exchange and interLATA and intraLATA toll services within the State of South Dakota. Upon approval of interconnection/resale agreements, Broadview proposes to offer basic two-way local residential and business service, supplemented by a variety of customer calling services (*i.e.*, three-way calling, call forwarding, call waiting, distinctive ringing, and speed calling) and CLASS features (*i.e.*, caller I.E., automatic redial/recall, and customer-originated trace). The Company will later expand these initial basic service offerings to include advanced telecommunications services, data services and private line services throughout the service areas of Qwest and other incumbent LECs. All services are available twenty-four hours per day, seven days per week.

(9) A service area map or narrative description indicating with particularity the geographic area proposed to be served by Applicant:

Broadview requests authorization to provide service throughout South Dakota, although the Company will initially offer services in areas currently served by Qwest. Before offering service in any small incumbent Local Exchange Carrier exchange area (an area served by an ILEC with less than 10,000 access lines), Broadview will seek to negotiate an interconnection agreement. At that time, the small ILEC may assert rural telephone status under Section 251(f) of the Telecommunications Act. The Commission then may determine whether the assertion is correct, and if so, whether and under what terms and conditions interconnection would be provided.

(10) Information regarding the technical competence of Applicant to provide its proposed local exchange services including:

(a) A description of the education and experience of Applicant's management personnel who will oversee the proposed local exchange services:

Broadview has consistently provided high-quality, reliable local exchange and interexchange telecommunications services to business and residential customers across the country for many years. Guided by the senior management team, Broadview possesses sufficient technical and managerial experience to provide high-quality, reliable local exchange telecommunications services throughout South Dakota. Management biographies of Broadview's senior executives immediately follow. Professional biographies of Broadview's senior management team are also included as part of **Exhibit C**.

(b) Information regarding policies, personnel, or arrangements made by Applicant which demonstrates Applicant's ability to respond to customer complaints and inquiries promptly and to perform facility and equipment maintenance necessary to ensure compliance with any commission quality of service requirements:

Broadview provides live customer service during normal business hours, Monday through Friday. Applicant's toll-free number to receive customer complaints and inquiries is 800-689-2459. Broadview Customer Care representatives and 24-hour automated customer assistance allows customers to bring service, billing and repair questions or complaints to the Company's attention 24 hours a day, 7 days a week, facilitating the quick and efficient resolution of customer concerns. Customers may access Broadview Customer Care toll-free at (800) 276-2384 to initiate service complaints or to receive updates on reported problems or pending customer service complaints; customers may also contact Broadview Customer Care 24 hours a day via the Company's website, www.broadviewnet.com. Inquiries regarding service or billing may also be made in writing.

For the Commission's convenience, contact information for Applicant's Customer Care and related service issues personnel are set forth at **Exhibit D** hereto.

(11) Information explaining how Applicant will provide customers with access to emergency services such as 911 or enhanced 911, operator services, interexchange services, directory assistance and telecommunications relay services:

Broadview will provide all such services directly to customers. With respect to interexchange services, Broadview's local exchange customers which do not also select Broadview as their interexchange carrier will be provided access to the interexchange carrier of their choosing.

(12) For the most recent 12 month period, financial statements of Applicant consisting of balance sheets, income statements, and cash flow statements. Applicant shall provide audited financial statements, if available:

Financial records for Broadview Networks, Inc., are not maintained on a standalone basis; rather, financial reporting is done at the holding company level for the entire Broadview corporate family in accordance with Securities and Exchange Commission rules and regulations. All independent audits are also undertaken on this same consolidated basis. Applicant's most recently-filed SEC Form 10-K (November 6, 2009) is included as **Exhibit E** to this Application to provide the Commission with the broadest possible view of Applicant's financial condition. The Company believes the Broadview Holdings SEC Form 10-K is the most illustrative means of doing so. Broadview Holdings does not provide, and never has provided, telecommunications services.

(13) Information detailing the following matters associated with interconnection to provide proposed local exchange services:

(a) The identity of all local exchange carriers with which Applicant plans to interconnect:

As an initial matter, Broadview will seek interconnection and/or commercial agreement arrangements with Qwest Corporation. Applicant may later expand interconnection discussions to include other incumbent providers as well.

(b) The likely timing of initiation of interconnection service and a statement as to when negotiations for interconnection started or when negotiations are likely to start:

Broadview has not yet initiated interconnection negotiations with Qwest but anticipates that it will do so closely following submission of this Application.

(c) A copy of any request for interconnection made by Applicant to any local exchange carrier:

As noted above, Broadview has not yet made a request for interconnection with any South Dakota local exchange carrier.

(14) A description of how Applicant intends to market its local exchange services, its target market, whether applicant engages in multilevel marketing, and copies of any company brochures that will be used to assist in the sale of the services:

Broadview will market its local exchange telecommunications services through a direct in-house as well as independent sales teams. As noted above, Broadview's primary focus will be upon the provision of local exchange telecommunications services to business customers. The Company's local service offerings, however, will also be available to residential customers. Applicant does not operate or offer any charity programs or engage in multilevel marketing.

Broadview has not developed marketing materials specific to its proposed South Dakota service offering. Attached hereto as **Exhibit F**, however, are promotional and marketing materials which describe Broadview's existing service offerings. These materials, or materials similar to these, may be utilized by the Company in South Dakota.

(15) If Applicant is seeking authority to provide local exchange service in the service area of a rural telephone company, the date by which Applicant expects to meet the service obligations imposed pursuant to § 20:10:32:15 and Applicant's plans for meeting the service obligations.

Not applicable. Broadview is not seeking authority at this time to provide local exchange

service in the area of a rural telephone company in South Dakota.

(16) A list of the states in which Applicant is registered or certified to provide telecommunications services, whether Applicant has ever been denied registration or certification in any state and the reasons for any such denial, a statement as to whether or not Applicant is in good standing with the appropriate regulatory agency in the states where it is registered or certified, and a detailed explanation of why Applicant is not in good standing in a given state, if applicable:

Please see **Exhibit B** hereto for a list of states in which Applicant is authorized to provide telecommunications services. Broadview has never been denied registration or certification in any state. However, No state has denied Applicant operating authority. In the State of Illinois, however, as a result of as a result of the inadvertent failure to remain timely with respect to all filing obligations under the Business Corporation Act of 1983, Broadview's foreign corporation authority in Illinois was revoked, leading to the cancellation of the Company's original IXC certification authority, originally granted in Docket No. 00-0202 (consolidated with Docket No. 00-0320) to provide telecommunications services in the State of Illinois. (*See Order, Docket No. 02-0311, May 8, 2002*). Because of an internal restructuring of a number of Applicant's office locations in New York, New Jersey and Pennsylvania during the Spring of 2002, Applicant unfortunately did not become aware of this circumstance until after the revocation of its grant of authority. Subsequent to that time, Applicant regained its authority to conduct business as a foreign corporation in the State of Illinois and remains current in the filing of annual and other reports. Indeed, Applicant has an application for local exchange service authority pending before the Illinois Commerce Commission and anticipates grant of such authority shortly.

Broadview is in good standing and has no regulatory reports outstanding in any jurisdiction.

(17) The names, addresses, telephone numbers, E-mail addresses, and facsimile numbers of Applicant's representatives to whom all inquiries must be made regarding customer complaints and other regulatory matters:

Please see **Exhibit D** hereto.

(18) Information concerning how Applicant plans to bill and collect charges from customers who subscribe to its proposed local exchange services:

Broadview Networks, Inc., will bill customers directly on a monthly basis. Contact information for the Commission and Applicant's Customer Care Department will be provided on the bill.

(19) Information concerning Applicant's policies relating to solicitation of new customers and a description of the efforts Applicant shall use to prevent the unauthorized switching of a customer's telecommunications provider and the act of charging customers for services that have not been ordered:

Broadview does not engage in telemarketing activities; all new customer orders for Broadview services, and any changes to service orders, are documented by Applicant by means of a written Letter of Authorization (LOA) executed by the customer prior to initiation of, or changes to, service.

(20) The number and nature of complaints filed against Applicant with any state or federal commission regarding the unauthorized switching of a customer's telecommunications provider and the act of charging customers for services that have not been ordered:

Applicant has never been penalized for cramming. Broadview has been cited, however, within the past five years for failure to fully comply with the Federal Communications Commission's customer carrier change rules on two occasions. In both circumstances, the FCC concluded that Broadview's independent Third Party Verifier had failed to fully conform to the FCC's verification requirements. In the first instance, the FCC found that Broadview's

independent Third Party Verifier had verified only the Main Billing Number and not the individual lines billed under that number. Four years later, the FCC held, in a separate instance, that Broadview's independent Third Party Verifier had failed to confirm the full name of the business subscriber. In both instances, Broadview absolved the subscribers of all charges as directed by the FCC. Broadview no longer markets its services through telemarketers and thus no longer relies upon independent Third Party Verifiers.

(21) Information concerning how Applicant will make available to any person information concerning Applicant's current rates, terms and conditions for all of its telecommunications services:

Prior to initiation of service, Broadview will submit for Commission approval its proposed local exchange and interexchange services tariffs. Broadview will make these tariff materials available upon request to consumer at no charge and will also post all terms, conditions and costs of services on the Company's website, www.broadviewnet.com.

(22) Information concerning how Applicant will notify a customer of any materially adverse change to any rate, term or condition of any telecommunications service being provided to the customer. The notification must be made at least thirty days in advance of the change:

Broadview will advise customers of any materially adverse change to any rate, term or condition of any telecommunications service being provided to the customer by bill insert, e-mail notification (if elected by the customer), or any other means approved by the Commission, and will do so at least thirty days in advance of any such materially adverse change.

(23) A written request for waiver of those rules believed to be inapplicable:

Not applicable. Broadview seeks no rule waivers at this time.

(24) Federal tax identification number and South Dakota sales tax number:

Applicant's Federal Identification Number is: 16-1401082. Applicant is in the process of obtaining a South Dakota sales tax number and will provide it upon receipt.

(25) Other information requested by the Commission needed to demonstrate that Applicant has sufficient technical, financial and managerial capabilities to provide the local exchange services it intends to offer consistent with the requirements of this chapter and other applicable rules and laws.

Broadview will provide any additional information requested by the Commission in connection with this Application. Additionally, in accordance with SDLC 49-31-70 and Chapter 20:10:32:04, Broadview has served notice of the filing of this Application on the service providers identified at **Exhibit G** hereto.

Conclusion

Grant of Broadview's Application to provide facilities and non-facilities-based local exchange telecommunications services and interexchange telecommunications services in South Dakota is in the public interest and will serve the public convenience and necessity. Broadview's proposed services will increase the competitive choices available to South Dakota consumers. Enhanced competition in telecommunications services, in turn, will further stimulate economic development with the service area. Furthermore, increased competition has been shown to create incentives for all carriers, including incumbent providers, to offer lower prices, to introduce new and innovative services and to provide more responsive customer service.

Through this Application, Broadview Networks, Inc., demonstrates that it possesses the financial, technical and managerial resources to provide local exchange and interexchange telecommunications services in South Dakota, and that the provision of service by Applicant will promote the public interest.

WHEREFORE, Applicant respectfully requests that the Commission grant Applicant authority to operate as a provider of facilities and non-facilities based local exchange telecommunications services and interexchange telecommunications services in the State of

South Dakota; grant the waivers requested in this Application; and grant such other relief as it deems necessary and appropriate.

Respectfully submitted,

Broadview Networks, Inc.



Charles C. Hunter

Executive Vice President and General Counsel

800 Westchester Avenue, Suite N-501

Rye Brook, NY 10573

Tel: (914) 922-7589

Fax: (347) 287-0223

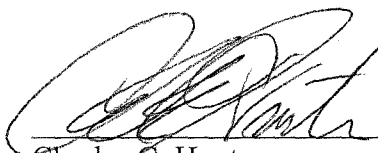
E-mail: chunter@broadviewnet.com

Date: *December 30, 2009*

VERIFICATION

STATE OF NEW YORK)
)
COUNTY OF WESTCHESTER)

I, Charles C. Hunter, being duly sworn according to law, depose and say that I am Executive Vice President and General Counsel of Broadview Networks Holdings, Inc., and its operating subsidiary, Broadview Networks, Inc. ("Broadview"); that I am authorized to and do make this Verification for it; that the facts set forth in the above Application are true and correct to the best of my knowledge, information and belief, and that I expect Broadview to be able to prove the same at any hearing hereof; and that Broadview understands that, if the contents of the Application are found to be false or to contain misrepresentations, any authority granted may be suspended or revoked. I further depose and say that the authority to submit the notice has been properly granted.



Charles C. Hunter

Subscribed and sworn before me this 30th day of December, 2009.



Notary Public

My Commission expires:

WILSON ROCAPUERTE JR.
Notary Public, State of New York
Registration #01ROC115202
Qualified in Westchester County
Commission Expires Sept. 20, 2012

EXHIBIT A

Certificate of Operating Authority
And
Articles of Incorporation of
Broadview Networks, Inc.

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

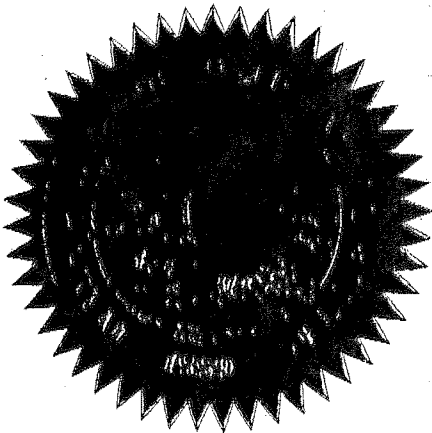
Certificate of Authority

ORGANIZATIONAL ID #: FB031946

I, **Chris Nelson**, Secretary of State of the State of South Dakota, hereby certify that the Application for a Certificate of Authority of **BROADVIEW NETWORKS, INC. (NY)** to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Authority and attach hereto a duplicate of the application to transact business in this state.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this August 28, 2007.



Chris Nelson
Chris Nelson
Secretary of State



Secretary of State, Corporations Division
 500 E. Capitol Avenue, Pierre SD 57501
 Phone 605-773-4845, Fax 605-773-4550

RECEIVED
 AUG 28 2007
 S.D. SEC. OF STATE

Filed this 28th day of August 2007
 FILING FEE - \$550

FILING INSTRUCTIONS: A foreign corporation may apply for a certificate of authority to transact business in South Dakota by delivering this application to the Office of the Secretary of State for filing. One ORIGINAL and One COPY of the application must be submitted. This application must include a CERTIFICATE OF EXISTENCE, or a document of similar import, duly authenticated by the Secretary of state or other official having custody of corporate records in the state or country under whose law it is incorporated.

(1) The name of the corporation is (exact corporate name including corporation, company, incorporated, limited or an abbreviation of one of such words)
Broadview Networks, Inc.

(2) State where incorporated New York (3) The date of its incorporation is 6/5/91
 and the period of its duration is perpetual

(4) The address of its principal office in the state or country under the laws of which it is incorporated is _____
800 Westchester Ave., Suite N501, Rye Brook, NY Zip Code 10573
 mailing address if different from above is: 2100 Renaissance Blvd., King of Prussia, PA
 Zip Code 19406

(5) The street address, or a statement that there is no street address, of its registered office in the State of South Dakota is
319 S. Coteau Street, Pierre, SD Zip Code 57501
 and the name of its registered agent in the State of South Dakota at that address is C T Corporation System

(6) The names and usual business addresses of its current directors and officers are:

Name	Officer Title	Street Address	City	State	Zip
see attached					

The application must be signed by an authorized officer of the corporation.

Date: 8-22-07

Signature
Charles C. Hunter
 Printed Name
Exec. VP, Sec'y, General Counsel
 Title

10031946

 The Consent of Appointment below must be signed by the registered agent listed in number five.

Consent of Appointment by the Registered Agent

I, C T Corporation System, hereby give my consent to serve as the registered agent for Broadview Networks, Inc.

(name of registered agent)
(corporate name)

Dated 8/22 20 07

(signature of registered agent)



Secretary of State, Corporations Division
 500 E. Capitol Avenue, Pierre SD 57501
 Phone 605-773-4845, Fax 605-773-4550

RECEIVED
 AUG 28 2007
 S.D. SEC. OF STATE

Application for Certificate of Authority

FILING FEE: \$550

FILING INSTRUCTIONS: A foreign corporation may apply for a certificate of authority to transact business in South Dakota by delivering this application to the Office of the Secretary of State for filing. One ORIGINAL and One COPY of the application must be submitted. This application must include a CERTIFICATE OF EXISTENCE, or a document of similar import, duly authenticated by the secretary of state or other official having custody of corporate records in the state or country under whose law it is incorporated.

(1) The name of the corporation is (exact corporate name including corporation, company, incorporated, limited or an abbreviation of one of such words)
 Broadview Networks, Inc.

(2) State where incorporated New York (3) The date of its incorporation is 6/5/91
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(4) The address of its principal office in the state or country under the laws of which it is incorporated is _____
800 Westchester Ave., Suite N501, Rye Brook, NY Zip Code 10573
 mailing address if different from above is: 2100 Renaissance Blvd., King of Prussia, PA
 Zip Code 19406

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 and the name of its registered agent in the State of South Dakota at that address is C T Corporation System

(6) The names and usual business addresses of its current directors and officers are:

Name	Officer Title	Street Address	City	State	Zip
see attached					

The application must be signed by an authorized officer of the corporation.

Date: _____

Signature
 Charles C. Hunter
 Printed Name
 Exec. VP, Sec'y, General Counsel
 Title

 The Consent of Appointment below must be signed by the registered agent listed in number five.

Consent of Appointment by the Registered Agent

I, C T Corporation System, hereby give my consent to serve as the registered agent for Broadview Networks, Inc.

(name of registered agent) (corporate name)

Dated 8/22 20 07

Kou A. Fawcett
(signature of registered agent)

Broadview Networks, Inc. Officers and Directors

Michael K. Robinson	President & CEO	800 Westchester Ave., Ste N501, Rye Brook, NY 10573
Corey Rinker	Treasurer	800 Westchester Ave., Ste N501, Rye Brook, NY 10573
Terrance J. Anderson	Executive Vice President	800 Westchester Ave., Ste N501, Rye Brook, NY 10573
Charles C. Hunter	Secretary	800 Westchester Ave., Ste N501, Rye Brook, NY 10573
Steven F. Tunney	Chairman	800 Westchester Ave., Ste N501, Rye Brook, NY 10573
Peter Barris	Director	800 Westchester Ave., Ste N501, Rye Brook, NY 10573
Robert M. Manning	Director	800 Westchester Ave., Ste N501, Rye Brook, NY 10573
B. Hagen Seville	Director	800 Westchester Ave., Ste N501, Rye Brook, NY 10573
John S. Patton Jr.	Director	800 Westchester Ave., Ste N501, Rye Brook, NY 10573
Samuel G. Rubenstein	Director	800 Westchester Ave., Ste N501, Rye Brook, NY 10573
David C. Ruberg	Director	800 Westchester Ave., Ste N501, Rye Brook, NY 10573

State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of BROADVIEW NETWORKS, INC. was filed on 06/05/1991, under the name of BRIAR JOY DEVELOPMENT CORPORATION, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

A Certificate of Amendment BRIAR JOY DEVELOPMENT CORPORATION, changing its name to SCC TELECOMMUNICATIONS, INC., was filed 10/02/1997.

A Certificate of Amendment SCC TELECOMMUNICATIONS, INC., changing its name to COMMUNITY NETWORKS, INC., was filed 04/21/1998.

A Certificate of Amendment COMMUNITY NETWORKS, INC., changing its name to BROADVIEW NETWORKS, INC., was filed 10/06/1999.

*WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 23rd day of August two
thousand and seven.*

Special Deputy Secretary of State

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on August 24, 2007.

Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

F910605000194

INFO

CERTIFICATE OF INCORPORATION

OF

BRIAR JOY DEVELOPMENT CORPORATION

Under Section 402 of the Business Corporation Law

IT IS HEREBY CERTIFIED THAT:

(1) The name of the Corporation is:

BRIAR JOY DEVELOPMENT CORPORATION

(2) The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized pursuant to the Business Corporation Law of the State of New York. The Corporation is not to engage in any act or activity requiring any consents or approvals by law without such consent or approval first being obtained.

For the accomplishment of the aforesaid purposes, and in furtherance thereof, the Corporation shall have, and may exercise, all of the powers conferred by the Business Corporation Law upon corporations formed thereunder, subject to any limitations contained in Article 2 of said law or in accordance with the provisions of any other statute of the State of New York.

(3) The number of shares which the Corporation shall have the authority to issue is 200 at no par value.

(4) The principal office of the corporation is to be located in the County of St. Lawrence, State of New York.

(5) The Secretary of State is designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is:

c/o Thomas J. Lynch, Esq.
4514 Wilderness Way
Syracuse, NY 13215

The undersigned incorporator is of the age of eighteen years or older.

IN WITNESS WHEREOF, this certificate has been subscribed this 4th day of June, 1991 by the undersigned who certifies that the statements made herein are true under the penalties of perjury.

JOHN TERRY 500 Central Avenue, Albany, NY 12206
John Terry, Incorporator Address

F 910605000 INFO

CERTIFICATE OF INCORPORATION

OF

BRIAR JOY DEVELOPMENT CORPORATION

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUN 05 1991

TAX \$

10

BY:

MAC

St. Lawrence

FILED:

THOMAS J. LYNCH, Esq.
4514 Wilderness Way
Syracuse, NY 13215

REFERENCE / 13192-828066

SC310

INFO

DILL

910605000-70

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
August 24, 2007.

Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

VANGUARD-52

CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION
OF BRIAR JOY DEVELOPMENT CORPORATION 95068000023
Under Section 805 of the Business Corporation Law

Pursuant to the provisions of Section 805 of the Business Corporation Law, the undersigned, being the President and Secretary of Briar Joy Development Corporation (the "Corporation"), do hereby certify and set forth:

FIRST: The name of the Corporation is Briar Joy Development Corporation.

SECOND: The Certificate of Incorporation of the Corporation was filed with the Department of State on June 5, 1991.

THIRD: (a) Paragraph 3 of the Certificate of Incorporation relating to the authorization of shares is hereby changed to read as follows:

The number of common shares which the Corporation shall have the authority to issue is 2,500,000 at par value of \$.50 per share.

(b) There are presently 200 shares of no par value common stock authorized, of which 110 shares are issued and outstanding and 90 shares are unissued. The amendment to the Certificate of Incorporation is intended to increase the 110 shares of authorized and issued stock at the rate of 1 to 1 to 110 shares of authorized and issued common stock at \$.50 par value, and to change the 90 shares of authorized and unissued stock at the rate of 1 to 1 to 90 shares of common stock at \$.50 par value; and (2) increase the authorized shares of common stock from 200 to 2,500,000 common stock. As a result of this change, there will be 110 shares of common stock issued and outstanding at \$.50 par value, and 2,499,890 shares authorized and unissued, at \$.50 par value per share.

FOURTH: Paragraph 5 of the Certificate of Incorporation relating to the service of process is hereby changed to read as follows:

The Secretary of State is designated as agent of the Corporation upon whom process against it may served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon it is as follows:

Briar Joy Development Corporation
103 East Washington Street
Syracuse, New York 13202

FIFTH: The following paragraph shall be added to the Certificate of Incorporation as Paragraph 6, as follows:

The directors of the Corporation shall not be personally liable to the Corporation or its shareholders for damages for any breach of duty in such capacity occurring after the adoption of the provisions authorized in this Certificate of Incorporation, provided, however, that the provisions contained herein shall not eliminate or limit such directors' liability if a judgment or other final adjudication adverse to the director establishes that the director's acts or omissions were, in bad faith or involved intentional misconduct or a knowing violation of the law, or that the director personally gained in fact a financial profit or other advantage to which the director was not legally entitled, or that the director's acts violated the provisions of Section 719 of the New York Business Corporation Law.

SIXTH: The following paragraph shall be added to the Certificate of Incorporation

as Paragraph 7, as follows:

The Corporation shall, to the fullest extent permitted by Article 7 of the Business Corporation Law of the State of New York, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Article from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said Article, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which any person may be entitled under any By-Law, resolution of shareholders, resolution of directors, agreement, or otherwise, as permitted by said Article, as to action in any capacity in which he served at the request of the Corporation.

SEVENTH: The foregoing amendment was authorized by unanimous vote of the Board of Directors of the Corporation, followed by a vote of the holders of a majority of all the outstanding shares entitled to vote at a meeting of the shareholders, which was held on May 3, 1995.

IN WITNESS WHEREOF, this Certificate of Amendment of the Certificate of Incorporation has been subscribed this 27th day of June, 1995, by the undersigned who affirm that the statements made herein are true under the penalties of perjury.

Frank S. Caruso, Jr.
 Frank S. Caruso, Jr., President

Frank S. Caruso, Sr.
 Frank S. Caruso, Sr., Secretary

650880000263

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL OF OFFICE AT ALBANY, NEW YORK, ON THE 11th DAY OF NOVEMBER, 2007.

I, THE UNDERSIGNED, AN ATTORNEY ADMITTED TO PRACTICE IN THE COURTS OF NEW YORK STATE, HEREBY CERTIFY THAT THE ANNEXED HAS BEEN COMPARED BY ME WITH THE ORIGINAL AND IS A TRUE AND COMPLETE COPY THEREOF.

ATTORNEY

ATTORNEY

Return Filing Receipt to:
Alden, Frankel, Greenman & Kline
5789 Wadsworth Parkway
Post Office Box 450
Baitville, New York 12114-0450

CERTIFICATE OF AGREEMENT OF THE
CERTIFICATE OF INCORPORATION OF
BIAH JOY DEVELOPMENT CORPORATION

NOV 11 11 45 AM '07

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JAMES O'SHEA
TAXI 615 792
BY JAMES O'SHEA
SE. [Signature]

VANGUARD-52

BILLED

25.15.07
fax
JAT

650880000263

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on August 24, 2007.

Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

F970820000296

CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION OF
BRIAR JOY DEVELOPMENT CORPORATION

VANGUARD-52

Under Section 805 of the Business Corporation Law

Pursuant to the provisions of Section 805 of the Business Corporation Law, the undersigned, being the President and Secretary of Briar Joy Development Corporation (the "Corporation"), do hereby certify and set forth:

FIRST: The name of the Corporation is Briar Joy Development Corporation.

SECOND: The Certificate of Incorporation of the Corporation was filed with the Department of State on June 5, 1991

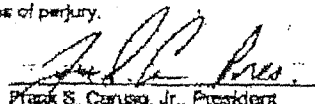
THIRD: Paragraph 3 of the Certificate of Incorporation, relating to the authorization of shares is hereby changed to read as follows:

The number of common shares which the Corporation shall have the authority to issue is 2,500,000 at \$0.10 par value per share.

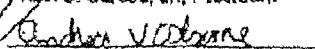
FOURTH: There are presently 2,500,000 shares of stock at \$0.50 par value common stock authorized, of which 1,429,856 shares have been issued and outstanding and 1,070,144 shares remain unissued. The Amendment to the Certificate of Incorporation is intended to provide 1,429,856 shares issued and outstanding at \$0.50 par value per share to be changed into 1,429,856 shares issued and outstanding at \$0.10 par value per share at the rate of 1:1, and there will be 1,070,144 shares unissued at \$0.50 par value per share that will be changed into 1,070,144 shares unissued at \$0.10 par value per share at the rate of 1:1.

FIFTH: The above and foregoing amendment to the Certificate of Incorporation was authorized by unanimous vote of the Board of Directors of the Corporation, followed by a majority vote of the holders of a majority of all the outstanding shares entitled to vote therein at a meeting of the shareholders held on the 13th day of August, 1997

IN WITNESS WHEREOF, this Certificate of Change of the Certificate of Incorporation has been subscribed this 19 day of August, 1987, by the undersigned who affirm that the statements made herein are true under the penalties of perjury.



Frank S. Caruso, Jr., President



Andrea Osborne, Secretary

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CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION OF
BRIAR JOY DEVELOPMENT CORPORATION

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STATE OF NEW YORK
DEPARTMENT OF STATE

VANGUARD-52

AUG 20 1997

TAXES BY: JAH

St. Lawrence

BILLED

Filer: Rifken, Frankel & Greenman, P.C.
5789 Widewaters Parkway
DeWitt, New York 13214-2811
Telephone: (315) 449-0737

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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
August 24, 2007.

Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

971002000358
CERTIFICATE OF MERGER

VANGUARD-52

OF
SCC TELECOMMUNICATIONS, INC.

INTO
BRIAR JOY DEVELOPMENT CORPORATION

UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW

The undersigned, being the President and the Secretary, respectively, of SCC Telecommunications, Inc., and being the President and the Secretary of Briar Joy Development Corporation, both corporations being domestic corporations organized and existing under and by virtue of the laws of the State of New York, and a plan of merger having been adopted by the Board of Directors of each constituent corporation, do hereby certify:

(1) The name of each constituent corporation is as follows:

SCC Telecommunications, Inc.
Briar Joy Development Corporation

(2) The surviving corporation is Briar Joy Development Corporation, which shall as of the effective date of the merger change its corporate name to "SCC Telecommunications, Inc."

(3) The designation, number, and voting rights of the outstanding shares of each constituent corporation are as follows:

- a) SCC Telecommunications, Inc. has 1,000 shares of capital stock outstanding all of which is common stock and fully entitled to vote.
- b) Briar Joy Development Corporation has 1,839,856 shares of capital stock outstanding all of which is common stock and fully entitled to vote.

(4) The date when the Certificate of Incorporation of SCC Telecommunications, Inc. was filed by the Department of State is the 26th day of August, 1997.

The date when the Certificate of Incorporation of Briar Joy Development Corporation was filed by the Department of State is the 5th day of June, 1991.

(5) The merger of SCC Telecommunications, Inc. and Briar Joy Development Corporation was authorized in respect to SCC Telecommunications, Inc., a constituent corporation, by the vote of the sole holder of its capital stock on September 18, 1997.

The merger of SCC Telecommunications, Inc. and Briar Joy Development Corporation was authorized in respect to Briar Joy Development Corporation, a constituent corporation, by resolution of the Board of Directors of Briar Joy Development Corporation on September 18, 1997 and by a vote of holders of at least two-thirds of the outstanding shares of capital stock of Briar Joy Development Corporation present and voting at a special meeting of shareholders duly called, noticed, and held in accordance with §903 of the Business Corporation Law, on September 29, 1997, where the affirmative votes were cast with respect to shares which constituted not less than a quorum.

IN WITNESS WHEREOF, the undersigned have executed and signed this Certificate on this 30th day of September, 1997 and affirm that the statements made herein are true under the penalties of perjury.

BRIAR JOY DEVELOPMENT CORPORATION

By: *Frank S. Caruso, Jr.*
 Frank S. Caruso, Jr., President

By: *Andrea Osborne*
 Andrea Osborne, Secretary

SCC TELECOMMUNICATIONS, INC.

By: *Vern M. Kennedy*
 Vern M. Kennedy, President

By: *Terrence J. Anderson*
 Terrence J. Anderson, Secretary

971002000387

CERTIFICATE OF MERGER OF
SCC TELECOMMUNICATIONS, INC.

INTO

BRIAR JOY DEVELOPMENT CORPORATION

UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW.

STATE OF NEW YORK
DEPARTMENT OF STATE

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TAXS

BY: JW

ST. LAWRENCE

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FILED

OCT 2 1997

File: Rifken, Frankel & Greenman, P.C.
5789 Widewaters Parkway
DeWitt, New York 13214-2811
Telephone: (315) 449-0737

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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on August 24, 2007.

Paul LaPointe

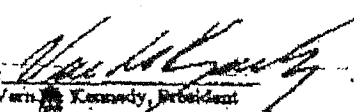
Paul LaPointe
Special Deputy Secretary of State

Deane & Tipton LLP

212 687 2835

04/20 '98 10:35 NO.032 03/03

IN WITNESS WHEREOF, the undersigned have hereunto signed their names and do verify and affirm, under penalty of perjury, that the statements contained herein are true and correct and that this Certificate of Amendment is the act and deed of the Corporation as of this 15th day of April, 1998.

By: 
Vern M. Kennedy, President

By: 
Terrence J. Anderson, Secretary

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CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION
 OF
 SCC TELECOMMUNICATIONS, INC.

Under Section 805 of the Business Corporation Law

STATE OF NEW YORK
 DEPARTMENT OF STATE
 FILED APR 21 1998
 TAX \$ _____
 BY: *Jag St. Lawrence*

DUQUETTE & TIPTON LLP
 405 Lexington Avenue
 New York, NY 10174
 212 777 1500

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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
August 24, 2007.

Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

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CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
COMMUNITY NETWORKS, INC.

Under Section 805 of the New York Business Corporation Law

The undersigned, Vam M. Kennedy, President, and Terrence J. Anderson, Secretary, of COMMUNITY NETWORKS, INC., a New York corporation (the "Corporation"), hereby certify as follows:

1. The name of the Corporation is Community Networks, Inc. The name under which the Corporation was formed is Briar Jay Development Corporation.
2. The Certificate of Incorporation of the Corporation (the "Certificate of Incorporation") was originally filed in the Office of the Secretary of State of the State of New York on June 5, 1999.
3. The Certificate of Incorporation is hereby amended to change the name of the Corporation to Broadview Networks, Inc. by deleting Article FIRST in its entirety and replacing it with the following:

FIRST: The name of the Corporation is Broadview Networks, Inc.
4. The foregoing amendment was duly authorized pursuant to Sections 615, 708 and 803(a) of the New York Business Corporation Law, to wit, by a unanimous written consent of the directors of the corporation, followed by the written consent of the sole shareholder of the Corporation.

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IN WITNESS WHEREOF, the undersigned have hereunto signed their names and do verify and affirm, under penalty of perjury, that the statements contained herein are true and correct and that this Certificate of Amendment is the act and deed of the Corporation as of this 5th day of October, 1999.

By: /s/ Vern M. Kennedy
Name: Vern M. Kennedy
Title: President

By: /s/ Terrence J. Anderson
Name: Terrence J. Anderson
Title: Secretary

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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
COMMUNITY NETWORKS, INC.
UNDER SECTION 803 OF THE BUSINESS CORPORATION LAW

MAYER BROWN & PLATT
1615 BROADWAY
NEW YORK, NY 10019

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED OCT 6 1999

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BY: Tim

St Lawrence

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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on August 24, 2007.



Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

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CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
BROADVIEW NETWORKS, INC.

Under Section 805 of the Business Corporation Law

The undersigned, Vern M. Kennedy, President and Terence J. Anderson, Secretary of
BROADVIEW NETWORKS, INC., a New York corporation (the "Corporation"), hereby certifies
as follows:

FIRST: The name of the corporation (the "Corporation") is BROADVIEW NETWORKS, INC. The
name under which the Corporation was formed is Brian Joy Development Corporation

SECOND: The Certificate of Incorporation of the Corporation (the "Certificate of Incorporation") was
originally filed in the Office of the Secretary of State of the State of New York on June 5, 1991.

THIRD: Paragraph 2 of the Certificate of Incorporation relating to purpose for which the Corporation is
organized is changed to read as follows:

The purpose of the Corporation is to engage in any lawful act or activity for which
corporations may be organized under the business corporation law of the State of New
York. The Corporation is not formed to engage in any act or activity requiring the
consent or approval of any state official, department, board, agency, or other body
without such consent or approval first being obtained.

FOURTH: Paragraph 3 of the Certificate of Incorporation is hereby amended to decrease the current
2,500,000 shares of common stock; par value of \$0.10 of which 1,819,856 shares are presently issued
and outstanding and 680,144 shares are unissued to 1,000 shares of common stock at a par value of \$0.01
of which 1,000 are issued. There will be no unissued shares of common stock.

The rate of change of the issued is 1:1,819,856

FIFTH: (a) The aggregate number of shares which the Corporation shall have authority to issue is one
thousand (1,000), all of which are of a par value of \$0.01 each, and all of which are of the same class.

SIXTH: Paragraph 4 of the Certificate of Incorporation relating to the principal office of the corporation
is hereby changed to read as follows:

The office of the Corporation is to be located in New York County, State of New York.

SEVENTH: Paragraph 5 of the Certificate of Incorporation relating to designation of an agent for the
service of process is hereby changed to read as follows:

The Secretary of State is designated as the agent of the Corporation upon whom process
against it may be served. The post office address to which the secretary of state shall
send a copy of any process against it served upon him is Broadview Networks Holdings,
Inc., 45-48 Court Square, Ste 502, Long Island City, New York 11101, Attn: President

SEVENTH: Paragraph 6 of the Certificate of Incorporation relating to director liability is hereby changed to read as follows:

No director shall be personally liable to the Corporation or its shareholders in his capacity as a director to any person or entity (including the Corporation) for damages for any breach of any duty, except that this provision shall not eliminate or limit the liability of any director if a judgment or other final adjudication adverse to such director establishes that (i) such director's acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law, (ii) such director personally gained in fact a financial profit or other advantage to which such director was not legally entitled, or (iii) that such director's act violated Section 7.10 of the BCL, or (iv) the acts or omissions complained of occurred prior to the date of filing of this Certificate of Incorporation. If the BCL is amended, changed or modified to authorize corporate action further eliminating or limiting the personal liability of directors to the Corporation, its shareholders or third parties, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the BCL, as so amended, changed or modified. Any repeal, amendment or modification of the provisions of this paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation relating to claims arising in connection with events which took place prior to the date of such repeal, amendment or modification.

EIGHTH: Paragraph 7 relating to indemnification permitted by Article 7 of the BCL is hereby deleted and replaced with:

The Corporation is to have perpetual existence

NINTH: The following amendments were authorized by a unanimous vote of the Board of Directors of the Corporation, followed by the vote of the sole holder of its capital stock.

IN WITNESS WHEREOF, the undersigned have hereunto signed their names and do verify and affirm, under penalty of perjury, that the statements contained herein are true and correct and that this Certificate of Amendment is the act and deed of the Corporation as of the 3rd day of May, 2000.

By: Vern M. Kennedy
Name: Vern M. Kennedy
Title: President

By: Terrence J. Anderson
Name: Terrence J. Anderson
Title: Secretary

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CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
BROADVIEW NETWORKS, INC.
UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

DEC. 11 2011 11 E AM

Mayer Brown & Platt
1675 Broadway
New York, NY 10019

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STATE OF NEW YORK
DEPARTMENT OF STATE
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FILED
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BY: NOIR

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CERTIFICATE OF INCORPORATION

BREAR JAY DEVELOPMENT CORPORATION

Under Section 402 of the Business Corporation Law

IS HEREBY CERTIFIED THAT:

(1) The name of the corporation is:

BREAR JAY DEVELOPMENT CORPORATION

(2) The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized according to the Business Corporation Law of the State of New York. The corporation is not to engage in any activity requiring any consent or approval by law without such consent or approval first being obtained.

For the accomplishment of the aforesaid purposes, and in furtherance thereof, the Corporation shall have, and may exercise, all of the powers granted by the Business Corporation Law upon corporations formed thereafter, subject to any limitations contained in Article 2 of said law or in accordance with the provisions of any other statute of the State of New York.

(3) The number of shares which the corporation shall have the authority to issue is 200 at no par value.

(4) The principal office of the corporation is to be located in the County of St. Lawrence, State of New York.

(5) The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation shall upon him be:

c/o Thomas J. Knott, Inc.
4514 Wilderness Way
Syracuse, NY 13218

The undersigned incorporator is of the age of eighteen years or older.

IN WITNESS WHEREOF, this certificate has been signed and filed this 4th day of June, 1991 by the undersigned Secretary of State, the statements made herein are true under the penalties of perjury.

JOHN TERRY, Secretary of State
John Terry, Incorporator

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CERTIFICATE OF INCORPORATION

ARTAL JOY DEVELOPMENT CORPORATION

STATE OF NEW YORK
DEPARTMENT OF STATE

FILE NO. 08-201

TAX \$ 10

BY *[Signature]*

1st St. Lawrence

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INCORPORATED UNDER THE
ARTICLES OF INCORPORATION AND
BYLAWS OF ARTAL JOY DEVELOPMENT CORPORATION

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VANGUARD-52

CERTIFICATE OF AMENDMENT
OF THE CHARTERS AND BYLAWS
OF BRIER JOY DEVELOPMENT CORPORATION
 Under Chapter 29 of the Business Corporation Law

Pursuant to the provisions of Section 803 of the Business Corporation Law, the undersigned, being the President and Secretary of Briar Joy Development Corporation, the "Corporation", do hereby certify and set forth:

FIRST: The name of the Corporation is Briar Joy Development Corporation.

SECOND: The Certificate of Incorporation of the Corporation was filed with the Department of State on June 8, 1997.

THIRD: (a) Paragraph 3 of the Certificate of Incorporation relating to the authorization of shares is hereby changed to read as follows:
 The number of common shares which the Corporation shall have the authority to issue is 2,500,000 of par value of \$1.50 per share.

(b) There are presently 200 shares of no par value common stock authorized, of which 110 shares are issued and outstanding and 90 shares are authorized and issued stock at the rate of \$1 to 110 shares of authorized common stock at \$1.50 per share. There shall be 90 shares of authorized and issued stock at the rate of \$1 to 90 shares of common stock at \$1.50 per share. The authorized shares of common stock from 200 to 2,500,000 common shares. As a result of this change, there will be 110 shares of authorized common stock at \$1.50 per share, and 2,390,000 shares authorized and issued at \$1.50 per share per share.

FOURTH: Paragraph 6 of the Certificate of Incorporation relating to the address of the Secretary of State is hereby changed to read as follows:
 The Secretary of State is designated as agent of the Corporation upon whom process against it may served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation is and shall be as follows:
 Briar Joy Development Corporation
 106 East Washington Street
 Syracuse, New York 13202

FIFTH: The following paragraph shall be added to the Certificate of Incorporation as Paragraph 6, as follows:

The directors of the Corporation shall not be personally liable to the Corporation or its shareholders for damages for any breach of duty in such capacity occurring after the adoption of the provisions authorized in this Certificate of Incorporation, provided, however, that the provisions contained herein shall not exonerate or limit such director's liability if a judgment or other final adjudication adverse to the director establishes that the director's conduct was in bad faith or involved intentional misconduct or a knowing violation of the law, or that the director personally gained in fact a financial profit or other advantage to which the director was not legally entitled, or that the director's acts violated the provisions of Section 719 of the New York Business Corporation Law.

SIXTH: The following paragraph shall be added to the Certificate of Incorporation

as Paragraph 7, as follows:

The Corporation shall, to the fullest extent permitted by Article 7 of the Business Corporation Law of the State of New York, as the same may be amended and supplemented, indemnify and exonerate any officer or director who shall have power to indemnify under said Article from and against any and all civil, criminal, tort, or other matters referred to in or covered by said Article, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which any person may be entitled under any by-law, resolution of shareholders, resolution of directors, agreement, or otherwise, as permitted by said Article, as to action in any capacity in which he served at the request of the Corporation.

SEVENTH: The foregoing amendment was authorized by unanimous vote of the Board of Directors of the Corporation, followed by a vote of the holders of a majority of all the outstanding shares entitled to vote at a meeting of the shareholders, which was held on May 3, 1995.

IN WITNESS WHEREOF, this Certificate of Amendment of the Certificate of Incorporation has been subscribed this 27th day of June, 1997, by the undersigned who affirm that the statements made herein are true under the penalties of perjury.

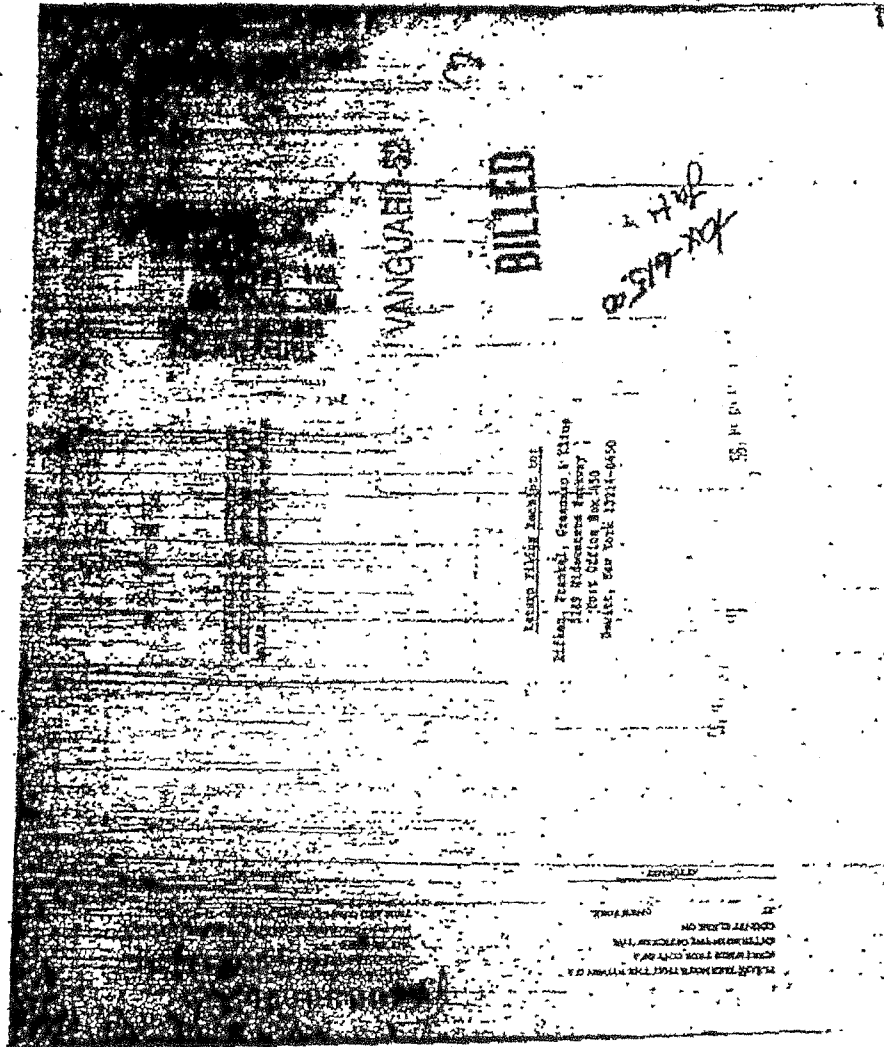
Is/ Frank S. Caruso, Jr.

Frank S. Caruso, Jr.
 Frank S. Caruso, Jr., President

Is/ Frank S. Caruso, Sr.

Frank S. Caruso, Sr.
 Frank S. Caruso, Sr., Secretary

2



E-07-08-0000089

**CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION OF
BRIAR JOY DEVELOPMENT CORPORATION**

Under Section 905 of the Business Corporation Law

Pursuant to the provisions of Section 905 of the Business Corporation Law, the undersigned, being the President and Secretary of Briar Joy Development Corporation (the "Corporation"), do hereby certify and set forth:

FIRST: The name of the Corporation is Briar Joy Development Corporation.

SECOND: The Certificate of Incorporation of the Corporation was filed with the Department of State on June 21, 1991.

THIRD: Paragraph 3 of the Certificate of Incorporation, relating to the authorization of shares is hereby changed to read as follows:
The number of common shares which the Corporation shall have the authority to issue is 2,500,000 at \$0.10 par value per share.

FOURTH: There are presently 2,500,000 shares of stock at \$0.50 par value common stock authorized, of which 1,429,856 shares have been issued and outstanding and 1,070,144 shares remain unissued. The Amendment to the Certificate of Incorporation is intended to provide 1,429,856 shares issued and outstanding at \$0.50 par value per share to be changed into 1,429,856 shares issued and outstanding at \$0.10 par value per share at the rate of 1:1; and there will be 1,070,144 shares unissued at \$0.50 par value per share that will be changed into 1,070,144 shares unissued at \$0.10 par value per share at the rate of 1:1.

FIFTH: The above and foregoing amendment to the Certificate of Incorporation was authorized by unanimous vote of the Board of Directors of the Corporation, followed by a majority vote of the holders of a majority of all the outstanding shares entitled to vote thereon at a meeting of the shareholders held on the 13th day of August, 1997.

IN WITNESS WHEREOF, the Officers or Change of the Corporate of Incorporated has
been authorized this 11th day of August, 2007, by the undersigned who affirm that the
actions made herein are in accordance with the provisions of the bylaws.

/s/ Francis S. Carlson, Jr. [Signature]
Francis S. Carlson, Jr., President

/s/ Andrew W. Osborne [Signature]
Andrew Osborne, Secretary

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970820000296

CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION OF
BRIAR JOY DEVELOPMENT CORPORATION

RECEIVED
AUG 20 10 09 AM

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED AUG 20 1997
TAX \$
BY: *[Signature]*

VANGUARD-52

18 St. Lawrence

BILLED

Filer: Rifkin, Frankel & Greenman, P.C.
6780 Widewaters Parkway
New York, New York 10224-2071
Telephone: (916) 448-0737

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970820000296

Duquette & Tipton, LLP 212 687 2835

04/20/98 10:33 NO:0329/02/03

CSC 45

CSC 45

80421000

CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION
OF
SCC TELECOMMUNICATIONS, INC.

Under Section 605 of the Business Corporation Law

The undersigned, Vern M. Kennedy, President and Terrence J. Anderson, Secretary, of SCC Telecommunications, Inc., a corporation organized and existing under the laws of the State of New York (the "Corporation"), do hereby certify as follows:

FIRST: The name of the Corporation is SCC Telecommunications, Inc. The name under which the Corporation was formed is Brill Joy Development Corporation.

SECOND: The Certificate of Incorporation of the Corporation (the "Certificate") was originally filed in the Office of the Secretary of State of the State of New York on June 5, 1991.

THIRD: The amendments of the Certificate effected by this certificate is as follows: to change the name of the Corporation.

FOURTH: To accomplish the foregoing amendment, Article FIRST of the Certificate relating to the name of the Corporation is hereby amended to read as follows:

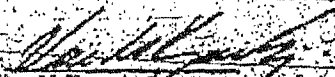
"The name of the Corporation is Community Networks, Inc."

FIFTH: This Certificate of Amendment was duly adopted in accordance with the provisions of Sections 615, 708 and 803 of the Business Corporation Law of the State of New York, to wit, by a unanimous written consent of the directors of the Corporation, followed by the written consent of the sole shareholder of the Corporation.

Duquette & Tipton LLP 212 687 2835

04/20/98-10135 NO. 032 03/03

IN WITNESS WHEREOF, the undersigned have hereunto signed their names
and do hereby and affirm under penalty of perjury that the statements contained herein are
true and correct and that this Certificate of Amendment is the act and deed of the Corporation
as of this 16th day of April, 1998.

By: 
Vern M. Kennedy, President

By: 
Lawrence J. Anderson, Secretary

2

CT-07

99100800-01028

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
COMMUNITY NETWORKS, INC.

Under Section 905 of the New York Business Corporation Law

The undersigned, Vern M. Karmody, President, and Terrence J. Anderson, Secretary, of COMMUNITY NETWORKS, INC., a New York corporation (the "Corporation"), hereby certify as follows:

1. The name of the Corporation is Community Networks, Inc. The name under which the Corporation was formed is Briar Jay Development Corporation.
2. The Certificate of Incorporation of the Corporation (the "Certificate of Incorporation") was originally filed in the Office of the Secretary of State of the State of New York on June 5, 1991.
3. The Certificate of Incorporation is hereby amended to change the name of the Corporation to Broadview Networks, Inc. by deleting Article FIRST in its entirety and replacing it with the following:

FIRST: The name of the Corporation is Broadview Networks, Inc.

4. The foregoing amendment was duly authorized pursuant to Sections 615, 708 and 803(a) of the New York Business Corporation Law, to wit, by a unanimous written consent of the directors of the corporation, followed by the written consent of the sole shareholder of the Corporation.

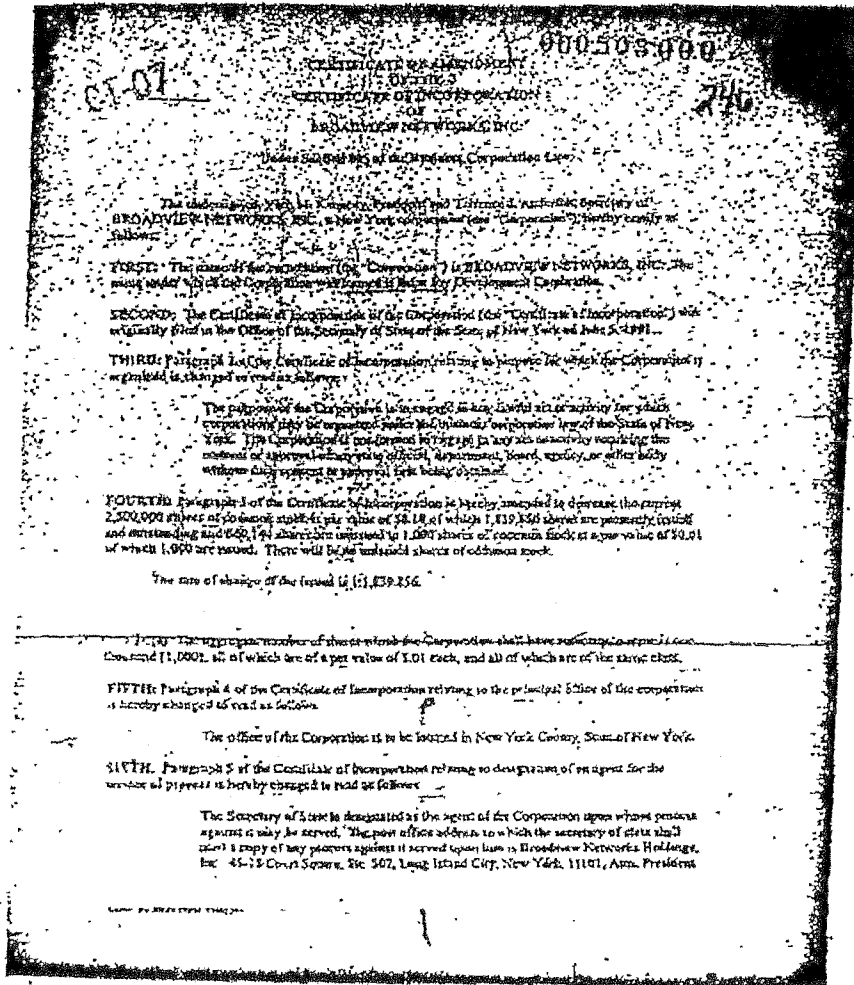
IN WITNESS WHEREOF, the undersigned have hereunto signed their names and do verify and affirm, under penalty of perjury, that the statements contained herein are true and correct and that this Certificate of Amendment is the act and deed of the Corporation as of this 5th day of October, 1999.

By: /s/ Vern M. Kennedy
Name: Vern M. Kennedy
Title: President

By: /s/ Terrence J. Anderson
Name: Terrence J. Anderson
Title: Secretary

14230001 1423000 12-01 990000-00

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**CERTIFICATE OF AMENDMENT
 OF THE
 CERTIFICATE OF INCORPORATION
 OF
 BROADVIEW NETWORKS, INC.**

Under Section 102 of the Business Corporation Law

The undersigned, who is a duly qualified and Licensed Public Officer, do hereby certify that BROADVIEW NETWORKS, INC., a New York corporation, has amended its Certificate of Incorporation as follows:

FIRST: The name of the corporation (the "Corporation") is BROADVIEW NETWORKS, INC. The name under which the Corporation was formed is also the Corporation's legal name.

SECOND: The Certificate of Incorporation of the Corporation (the "Certificate of Incorporation") was originally filed in the Office of the Secretary of State of the State of New York on July 5, 1991.

THIRD: Paragraph 1(a) of the Certificate of Incorporation relating to the purpose for which the Corporation is organized is hereby amended to read as follows:

The purpose of the Corporation is to accept, license, develop and/or acquire for which corporations may be organized under the laws of the State of New York. The Corporation shall be bound by any law enacted by the State of New York in the absence of approval by the Board of Directors, Board of Directors, or other body without any restriction or limitation on the scope of its business.

FOURTH: Paragraph 3 of the Certificate of Incorporation is hereby amended to decrease the number of shares of common stock to a par value of \$0.01 of which 1,319,356 shares are presently issued and outstanding and 68,154 shares are reserved to 1,000 shares of common stock at a par value of \$0.01 of which 1,000 are issued. There will be no unissued shares of common stock.

The rate of change of the total is \$1,319,356.

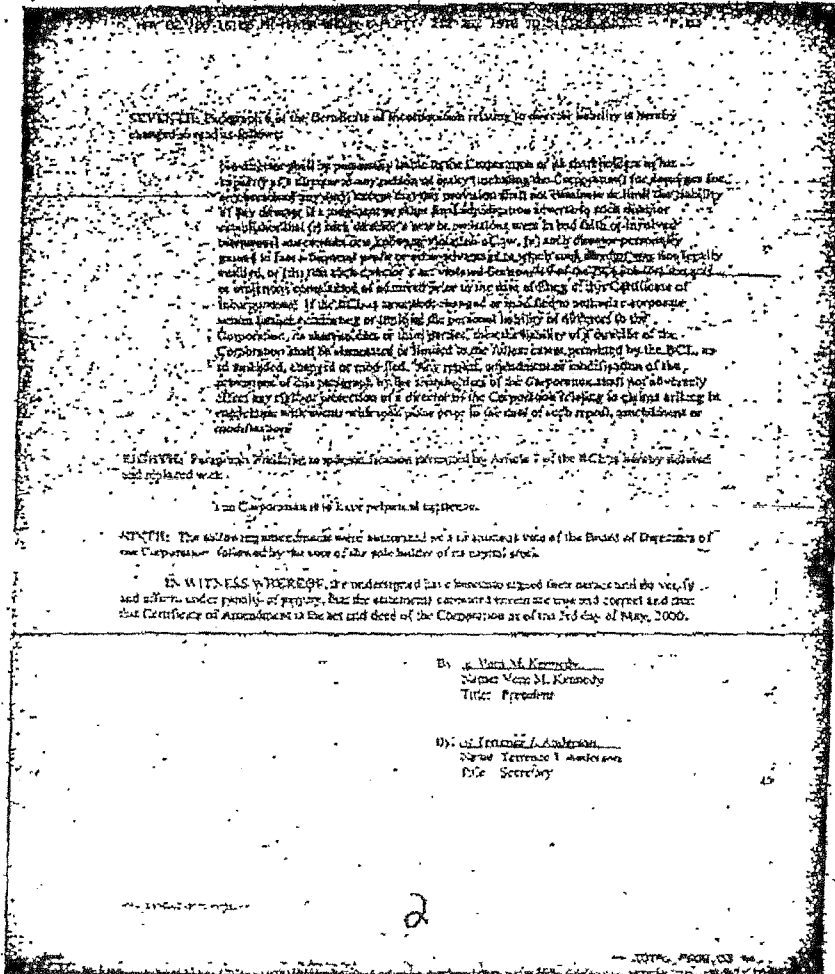
FIFTH: The aggregate number of shares which the Corporation shall have authorized to issue is hereby amended to read as follows:

FIFTH: Paragraph 4 of the Certificate of Incorporation relating to the principal office of the corporation is hereby amended to read as follows:

The office of the Corporation is to be located in New York County, State of New York.

SIXTH: Paragraph 5 of the Certificate of Incorporation relating to designation of an agent for the service of process is hereby amended to read as follows:

The Secretary of State is designated as the agent of the Corporation upon whom process against it may be served. The post office address to which the secretary of state shall send a copy of any process against it served upon him is Broadview Networks Holdings, Inc. 45-13 Court Square, Rm. 507, Long Island City, New York, 11101, Attn: President



000507010246

CERTIFICATE OF AMENDMENT AND REZALEMENT
 OF THE
 CERTIFICATE OF INCORPORATION
 OF
 BECHTEL NETWORKS INC.
 UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

11/08/07

Mayer Brown & Ples
 1675 Broadway
 New York, NY 10019

100

STATE OF NEW YORK
 DEPARTMENT OF STATE
 MAY 11 2007

FILED
 TARS: NOTRY
 BY: YULIA

1st St. Lawrence St Lawrence
 ↓
 NY

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000507010246

TOTAL \$ 600.00

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
August 24, 2007.



Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of BROADVIEW NETWORKS, INC. was filed on 06/05/1991, under the name of BRIAR JOY DEVELOPMENT CORPORATION, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

A Certificate of Amendment BRIAR JOY DEVELOPMENT CORPORATION, changing its name to SCC TELECOMMUNICATIONS, INC., was filed 10/02/1997.

A Certificate of Amendment SCC TELECOMMUNICATIONS, INC., changing its name to COMMUNITY NETWORKS, INC., was filed 04/21/1998.

A Certificate of Amendment COMMUNITY NETWORKS, INC., changing its name to BROADVIEW NETWORKS, INC., was filed 10/06/1999.

*WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 23rd day of August two
thousand and seven.*

Special Deputy Secretary of State

EXHIBIT B

Certification Information
Of

Broadview Networks, Inc.

ALABAMA	Long Distance Reseller Authority, Docket No. 30679 (03/10/08)
ARIZONA	Certificate of Convenience and Necessity to Provide Interexchange Services, Docket No. T-20565-A-07-0651, Decision No. 71295 (10/07/09)
ARKANSAS	Certificate of Public Convenience and Necessity to Provide Interexchange Services, Docket No. 07-144U (12/05/07)
CALIFORNIA	Authority to Provide Local and Interexchange Services, Decision D. 00-00-028 (U-6363-C) (09/07/00)
COLORADO	Toll Reseller Registration (11/14/07)
CONNECTICUT	Authority to Provide Local Exchange and Interexchange Telecommunications Services, Docket Nos. 01-06-15 (02/20/02) and 02-13-08 (04/24/02)
DELAWARE	Authority to Provide Local Exchange and Interexchange Telecommunications Services, PSC Docket No. 00-72, Order No. 5463 (05/09/00)
FLORIDA	Certificates of Public Convenience and Necessity to Provide Local Exchange and Interexchange Telecommunications Services, Docket Nos. 020238 and 020239 (07/18/02)
GEORGIA	Certificates of Public Convenience and Necessity to Provide Local Exchange and Interexchange Telecommunications Services, Docket Nos. 15124-U, 15135-U (08/06/02)
IDAHO	Authority to Provide Interexchange Services, Company ID: BVN-T
ILLINOIS	Certificate of Public Convenience and Necessity to Operate as a Reseller of Interexchange Telecommunications Services, Case No. 07-0552 (06/25/08)
INDIANA	Toll Reseller Certificate of Territorial Authority (11/13/07)
IOWA	Interexchange Carrier Registration (11/14/07)
KANSAS	Certificate of Convenience and Authority to Transact the Business of an Interexchange Services Provider, Docket No. 08-BRVC-467-COC (02/05/08)
KENTUCKY	Authority to Provide Interexchange Telecommunications Services, Case No. TFS-2007-00885 (11/13/07)
LOUISIANA	Long Distance Certificate No. TSP 00623 (06/10/08)
MAINE	Authority to Provide Local Exchange and Interexchange Telecommunications Services, Docket No. 2001-365 (07/25/01)
MARYLAND	Local Exchange and Interexchange Services Certificate of Public Convenience and Necessity, Docket No. TE-4352 (10/10/01)
MASSACHUSETTS	Local Exchange and Interexchange Services Authority Pursuant to Statement of Business Operations (8/3/99)
MICHIGAN	Local Exchange and Interexchange Service Operating Authority, Case No. U-12339 (06/19/00)
MINNESOTA	Authority to Provide Interexchange Services, Docket P6658/NA-07-1436 (12/05/07)
MISSISSIPPI	Certificate of Public Convenience and Necessity to Provide Resold Interexchange Telecommunications Services, Docket No. 2007-UA-

	537 (02/05/08); Certificate of Public Convenience and Necessity to Provide Facilities-Based and Resale Competitive Local Exchange Service, Docket No. 2009-UA-424 (12/15/09)
MISSOURI	Authority to Provide Interexchange Services, Case No. XA-2008-0162 (12/31/07); Authority to Provide Local Exchange Services, Case No. CA-2010-0126 (12/23/09)
MONTANA	Service Provider Registration (11/20/07); updated to include local exchange services (12/29/09)
NEBRASKA	Authority to Operate as a Resale Interexchange Carrier of Telecommunications Services, Docket C-3884 (01/08/08)
NEVADA	Local and Long Distance Certificate of Public Convenience and Necessity, Authority to Operate as a Competitive Provider of Telecommunications Services. CPC #2901, DOCKET 07-11022 (01/28/08)
NEW HAMPSHIRE	Authority to Provide Local Exchange and Interexchange Services, Docket No. DT 99-200, Order No. 23, 462 and Certificate No. 04-002-06 (05/03/00)
NEW JERSEY	Local Exchange and Interexchange Service Authority, Certificate of Public Convenience and Necessity, Docket No. TE99120912 (08/16/00)
NEW MEXICO	Certificate of Registration to Provide Intrastate Long Distance Telecommunications Services (02/05/080)
NEW YORK	Certificate of Public Convenience and Necessity to Provide Local and Interexchange Services, Case No. 96-C-0302 (06/19/96)
NORTH CAROLINA	Interexchange Service Provider Authority, Docket No. P-1184, Sub 1 (04/18/02)
NORTH DAKOTA	Telecommunications Company Registration (11/15/07), updated to include local exchange telecommunications services (12/20/09)
OHIO	Local Exchange and Interexchange Service Authority, Case No. 01-558-TP-ACE, Certificate No. 90-9190 (05/18/01)
OKLAHOMA	Certificate of Convenience and Necessity to provide Resold Interexchange and Intraexchange Services, Case No. PUC200700431, Order No. 562382
OREGON	Competitive Provider Certificate, Local Exchange and Interexchange Telecommunications Services, CP-1460, Order No. 09-440 (11/04/09)
PENNSYLVANIA	Local Exchange and Interexchange Service Authority, Docket No.A-310932 (10/25/00)
RHODE ISLAND	Local Exchange and Interexchange Service Authority, Docket No. 9059 (01/20/00)
SOUTH CAROLINA	Authority to Provide Convenience and Necessity to Provide Resold and Facilities-based Interexchange Telecommunications Services, Docket No. 2007-413C (05/21/08)
TENNESSEE	Certificate to Provide Competing Local Exchange and Interexchange Services, Docket No. 09-00050 (08/04/09)
TEXAS	Local and Interexchange Service Authority, SPCOA, Docket No.

	22285 and IXC Registration No. IX010216 (05/09/00)
UTAH	Local Exchange and Interexchange Service Authority, Docket 09-2514-01 (11/25/09)
VERMONT	Local Exchange and Interexchange Service Authority, CPG No. 643-R (09/30/05)
VIRGINIA	Broadview Networks of Virginia, Inc., Local Exchange and Interexchange Service Authority, Case No. PUC-2000-06063 (06/15/00)
WASHINGTON	Interexchange Service Authority/Local Exchange Service Authority, Docket No. UT-072193 (12/31/07)
WEST VIRGINIA	Authority to Provide Resold Interexchange Telecommunications Services, Case No. 01-0841-T-CN (09/17/01)
WISCONSIN	Reseller Registration (11/13/07)
WYOMING	Interexchange Service Authority, Docket No. 74672-1-TT-7 (11/15/07&
DISTRICT OF COLUMBIA	Authority to Provide Local Exchange Services, Case No. 892, Order No. 11791 (09/05/00)

EXHIBIT C

Management Biographies
Of
Senior Executive Team
Of

Broadview Networks, Inc.

BROADVIEW NETWORKS, INC.

TECHNICAL QUALIFICATIONS/MANAGEMENT EXPERIENCE

The Company has assembled a highly skilled management team, which brings a wealth of experience and expertise to the Company's telecommunications services venture. Together, the Company's executives provide it with the depth and breadth of management, operational and technical capabilities necessary to facilitate its provision of high quality, affordable telecommunications services.

Brief summaries of the experience of key members of the Company's executive team are set forth below:

MICHAEL K. ROBINSON **President and Chief Executive Officer**

Mr. Robinson joined the Company as Chief Executive Officer in March, 2005. Prior to that time, Mr. Robinson had been with US LEC Corporation, a publicly traded competitive telecommunications provider, holding the position of Executive Vice President and Chief Financial Officer since July, 1998. In this role, Mr. Robinson was responsible for all financial operations for the company, including treasury, general accounting and internal control, investor relations, billing and information systems development, information technology, human resources and real estate. Prior to joining US LEC, Mr. Robinson spent 10 years in various management positions with the telecommunications division of Alcatel, including Vice President and Chief Financial Officer of Alcatel Data Networks and the worldwide financial operations of the Enterprise and Data Networking Division of Alcatel. Prior to these roles, Mr. Robinson was Chief Financial Officer of Alcatel Network Systems. Before joining Alcatel, Mr. Robinson held various management positions with Windward International and Siecor Corp. Mr. Robinson holds a Masters Degree in Business Administration from Wake Forest University.

BRIAN P. CROTTY **Chief Operating Officer**

Mr. Crotty has over 15 years of senior management experience in the telecommunications industry. In his role with Broadview, Mr. Crotty is responsible for all operational aspects of the Company including sales, marketing, provisioning, billing, network operations, repair, field services and customer service. Mr. Crotty formerly served as the Chief Operating Officer of BridgeCom International, Inc. Prior to joining BridgeCom, Mr. Crotty held a succession of positions with CoreComm Ltd., a publicly traded integrated communications provider with facilities throughout the Northeast and Midwest, most recently serving in the role of Director of Operations. Mr. Crotty joined CoreComm Ltd., through the acquisition of USN Communications Inc., where he held a succession of senior management roles in both sales and operations including Vice President of Operations. Prior to that time, Mr. Crotty was the co-

founder and served as Executive Vice President of The Millenium Group, one of the first competitive local exchange carriers in the state of Wisconsin. In addition, Mr. Crotty has also served in managerial positions with CEI Communications, which he founded, and AT&T Corp. Mr. Crotty obtained a degree in Business Administration from St. Norbert College.

COREY RINKER

Chief Financial Officer, Treasurer and Assistant Secretary

Mr. Rinker, a Certified Public Accountant and Attorney, joined the Company (originally with BridgeCom International, Inc.) as Chief Financial Officer in January 2001 following seven years of experience serving in similar positions with both privately held and publicly traded corporation including The Intellisource Group, a Safeguard Scientifics, Inc. partnership company. Mr. Rinker also possesses nearly a decade of cumulative experience with predecessors of the Big Four accounting firms of Deloitte & Touche LLP and Ernst & Young LLP, serving in senior managerial positions in the tax and consulting areas. Mr. Rinker has an Accounting Degree, with honors, from the University of Massachusetts at Amherst and a J.D. degree from Yeshiva University's Cardozo School of Law.

CHARLES C. HUNTER

Executive Vice President, Secretary and General Counsel

Mr. Hunter has served as Executive Vice President, Secretary and General Counsel of Broadview since 2003. Mr. Hunter responsible for corporate and legal affairs of the Company, including federal and state public policy advocacy. Mr. Hunter is a 30-year veteran of telecommunications law and policy who has represented competitive providers of communications services for well over a decade. Prior to joining Broadview, Mr. Hunter headed the Hunter Communications Law Group, P.C., a District of Columbia based boutique telecommunications law firm with a nationwide clientele. Mr. Hunter began his legal career as a trial attorney with the Federal Maritime Commission and afterwards was a partner specializing in telecommunications matters at the Chicago-based law firm of Gardner, Carton and Douglas and the District of Columbia based law firm of Herron, Burchette, Ruckert and Rothwell. Mr. Hunter received his J.D. from the Duke University School of Law and his undergraduate degree from the University of Michigan at Ann Arbor. Mr. Hunter is a member of the bars of New York, the District of Columbia, the U.S. Supreme Court and numerous Federal Appellate Courts.

KENNETH A. SHULMAN
Chief Technology Officer and Chief Information Officer

Mr. Shulman joined Broadview in 1999 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. As Chief Information Officer, Mr. Shulman is also responsible for the Company's patented integrated provisioning, billing and CRM systems, software and IT infrastructure. Mr. Shulman has 30 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 ("TGC") in 1998. From 1987 to 1988, Mr. Shulman held officer positions with TGC, including Senior Vice President and Chief Technology Officer. Earlier, Mr. Shulman was Director of Systems Engineering for MCI International. Prior to that time, Mr. Shulman specialized in network planning with Bell Communications Research, Inc. ("BellCore") and Bell Laboratories. Mr. Shulman 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 of Business at the University of Pennsylvania. Mr. Shulman has served on many technical advisory boards and currently serves on advisory board of Baker Capital and Baypackets, Inc.

TERENCE J. ANDERSON
Executive Vice President – Corporate Development

Mr. Anderson was the co-founder of Broadview Networks in 1996 and has served as Executive Vice President, Finance since the Company's inception. Mr. Anderson's current role includes corporate development, business planning and financial analysis. He has led efforts to raise start-up capital, offered financial direction and assisted in securing subsequent financing. Previously, as a Vice President in the Media and Telecommunications Finance and Telecommunications Finance Group of Chemical Banking Corp. from 1988 to 1995, Mr. Anderson was responsible for originating and executing transactions and financing for diverse customers, including several large cable operators. Mr. Anderson holds a Bachelor's Degree in Economics from Princeton University and an M.B.A. with honors from Columbia University.

EXHIBIT D

Personnel Contact List
Of

Broadview Networks, Inc.

Broadview Networks, Inc. – Designated Contact List

A. Issues related to processing this application:

Catherine M. Hannan
Regulatory Counsel
Broadview Networks, Inc.
(240) 461-0412 Telephone
(347) 287-0223 Facsimile
E-mail: channan@broadviewtel.com

B. Consumer issues:

Art Gairo
Broadview Networks, Inc.
2100 Renaissance Boulevard
King of Prussia, PA 19406
(610) 755-4182 Telephone
(267) 537-0074 Facsimile
E-mail: agairo@broadviewnet.com

C. Customer complaint resolution:

Art Gairo
Broadview Networks, Inc.
2100 Renaissance Boulevard
King of Prussia, PA 19406
(610) 755-4182 Telephone
(267) 537-0074 Facsimile
E-mail: agairo@broadviewnet.com

D. Technical and service quality issues:

Brian Crotty, COO
Broadview Networks, Inc.
800 Westchester Avenue, Suite N-501
Rye Brook, NY 10573
(914) 922-7000 Telephone
(914) 922-7001 Facsimile
E-mail: bcrotty@broadviewnet.com

E. “Tariff” and pricing issues:

Steven J. Bogdan, Director of Regulatory
Broadview Networks, Inc.
2100 Renaissance Boulevard
King of Prussia, PA 19406
(610) 755-4877 Telephone
(267) 537-0074 Facsimile
E-mail: sbogdan@broadviewnet.com

F. 9-1-1 issues:

Steven J. Bogdan, Director of Regulatory
Broadview Networks, Inc.
2100 Renaissance Boulevard
King of Prussia, PA 19406
(610) 755-4877 Telephone
(267) 537-0074 Facsimile
E-mail: sbogdan@broadviewnet.com

G. Security/law enforcement:

Brian Crotty, COO
Broadview Networks, Inc.
800 Westchester Avenue, Suite N-501
Rye Brook, NY 10573
(914) 922-7000 Telephone
(914) 922-7001 Facsimile
E-mail: bcrotty@broadviewnet.com

EXHIBIT E

Financial Documentation
Of

Broadview Networks, Inc.

Broadview is financially well-poised to enter additional telecommunications markets and financially qualified to expand operations into the State of South Dakota. In support of this Application, immediately following is Broadview's most recently filed Securities and Exchange Commission Form 10-Q which contains all relevant financial information concerning the Company.

Form 10-Q

10-Q 1 c92197e10vq.htm FORM 10-Q

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-Q

Mark One

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For The Quarterly Period Ended September 30, 2009

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the Transition Period from _____ to _____

Commission File Number 333-142946

Broadview Networks Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

11-3310798

(IRS Employer Identification Number)

800 Westchester Avenue,

Suite N501 Rye Brook, NY 10573

(Address of principal executive offices)

10573

(Zip code)

(914) 922-7000

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date,

Class	Outstanding at November 6, 2009
Class A Common Stock, \$.01 par value per share	9,342,880
Class B Common Stock, \$.01 par value per share	360,050

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This quarterly report contains both historical and “forward-looking statements.” All statements other than statements of historical fact included in this report that address activities, events or developments that we expect, believe or anticipate will or may occur in the future are forward-looking statements including, in particular, the statements about our plans, objectives, strategies and prospects regarding, among other things, our financial condition, results of operations and business. We have identified some of these forward-looking statements with words like “believe,” “may,” “will,” “should,” “expect,” “intend,” “plan,” “predict,” “anticipate,” “estimate” or “continue” and other words and terms of similar meaning. These forward-looking statements may be contained throughout this report, including but not limited to statements under the caption “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” These forward-looking statements are based on current expectations about future events affecting us and are subject to uncertainties and factors relating to our operations and business environment, all of which are difficult to predict and many of which are beyond our control and could cause our actual results to differ materially from those matters expressed or implied by forward-looking statements. Many factors mentioned in our discussion in this report will be important in determining future results. Although we believe that the expectations reflected in these forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Forward-looking statements (including oral representations) are only predications or statements of current plans, which we review continuously. They can be affected by inaccurate assumptions we might make or by known or unknown risks and uncertainties, including, among other things, risks associated with:

- servicing our substantial indebtedness;
- our history of operating losses;
- the elimination or relaxation of certain regulatory rights and protections;
- billing and other disputes with vendors;
- failure to maintain interconnection and service agreements with incumbent local exchange and other carriers;
- the loss of customers in an adverse economic environment;
- regulatory uncertainties in the communications industry;
- system disruptions or the failure of our information systems to perform as expected;
- the failure to anticipate and keep up with technological changes;
- inability to provide services and systems at competitive prices;
- difficulties associated with collecting payment from incumbent local exchange carriers, interexchange carriers and wholesale customers;
- the highly competitive nature of the communications market in which we operate including competition from incumbents, cable operators and other new market entrants, and declining prices for communications services;
- continued industry consolidation;
- restrictions in connection with our indenture governing the notes and credit agreement governing the credit facility;
- government regulation;
- increased regulation of Internet-protocol-based service providers;
- vendor bills related to past periods;
- the ability to maintain certain real estate leases and agreements;

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- interruptions in the business operations of third party service providers;
- ~~limits on our ability to seek indemnification for losses from individuals and entities from whom we have acquired assets and operations;~~
- disruption and instability in the financial markets;
- solvency and liquidity of the administrative agent and primary creditor under our revolving credit facility;
- the financial difficulties by others in our industry;
- the failure to retain and attract management and key personnel;
- the failure to manage and expand operations effectively;
- the failure to successfully engage in future acquisitions;
- misappropriation of our intellectual property and proprietary rights;
- the possibility of incurring liability for information disseminated through our network;
- service network disruptions due to software or hardware bugs of the network equipment; and
- fraudulent usage of our network and services.

Because our actual results, performance or achievements could differ materially from those expressed in, or implied by, these forward-looking statements, we cannot give any assurance that any of the events anticipated by these forward-looking statements will occur or, if any of them do, what impact they will have on our business, results of operations and financial condition. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. We do not undertake any obligation to update these forward-looking statements to reflect new information, future events or otherwise, except as may be required under federal securities laws.

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PART I — FINANCIAL INFORMATION

Item 1. Financial Statements

Broadview Networks Holdings, Inc.
Condensed Consolidated Balance Sheets
(in thousands, except share amounts)

	<u>December 31,</u> <u>2008</u>	<u>September 30,</u> <u>2009</u> (Unaudited)
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 24,070	\$ 12,980
Investment securities	23,533	23,549
Accounts receivable, less allowance for doubtful accounts of \$11,934 and \$15,056	53,486	46,319
Other current assets	<u>12,614</u>	<u>10,098</u>
Total current assets	113,703	92,946
Property and equipment, net	85,248	85,308
Goodwill	98,111	98,238
Intangible assets, net of accumulated amortization of \$150,556 and \$164,107	45,220	31,669
Other assets	<u>16,746</u>	<u>16,344</u>
Total assets	<u>\$ 359,028</u>	<u>\$ 324,505</u>
LIABILITIES AND STOCKHOLDERS' DEFICIENCY		
Current liabilities:		
Accounts payable	\$ 17,044	\$ 27,464
Accrued expenses and other current liabilities	42,699	11,897
Taxes payable	10,680	12,196
Deferred revenues	11,967	10,663
Current portion of capital lease obligations and equipment notes	<u>4,142</u>	<u>3,909</u>
Total current liabilities	<u>86,532</u>	<u>66,129</u>
Long-term debt	327,424	326,748
Deferred rent payable	2,400	2,200
Capital lease obligations and equipment notes, net of current portion	5,212	2,735
Deferred income taxes payable	2,071	2,798
Other	<u>655</u>	<u>706</u>
Total liabilities	<u>424,294</u>	<u>401,316</u>
Stockholders' deficiency:		
Common stock A — \$.01 par value; authorized 80,000,000, issued and outstanding 9,342,880 shares	107	107
Common stock B — \$.01 par value; authorized 10,000,000, issued and outstanding 360,050 shares	4	4
Series A Preferred stock — \$.01 par value; authorized 89,526 shares, designated, issued and outstanding 87,254 shares entitled in liquidation to \$139,428 and \$152,357	1	1
Series A-1 Preferred stock — \$.01 par value; authorized 105,000 shares, designated, issued and outstanding 100,702 shares, entitled in liquidation to \$160,917 and \$175,839	1	1
Series B Preferred stock — \$.01 par value; authorized 93,180 shares, designated, issued and outstanding 91,202 shares entitled in liquidation to \$145,737 and \$159,250	1	1
Series B-1 Preferred stock — \$.01 par value; authorized 86,000 shares, designated, issued and outstanding 64,986 shares entitled in liquidation to \$103,845 and \$113,474	1	1
Series C Preferred stock — \$.01 par value; authorized 52,332 shares, designated, issued and outstanding 14,402 shares entitled in liquidation to \$15,577 and \$17,711	—	—
Additional paid-in capital	140,563	140,737
Accumulated deficit	(205,966)	(217,665)
Accumulated other comprehensive income	<u>22</u>	<u>2</u>
Total stockholders' deficiency	<u>(65,266)</u>	<u>(76,811)</u>
Total liabilities and stockholders' deficiency	<u>\$ 359,028</u>	<u>\$ 324,505</u>

See notes to unaudited condensed consolidated financial statements.

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Broadview Networks Holdings, Inc.
Unaudited Condensed Consolidated Statements of Operations
(in thousands, except share amounts)

	<u>Three Months Ended September 30,</u>		<u>Nine Months Ended September 30,</u>	
	<u>2008</u>	<u>2009</u>	<u>2008</u>	<u>2009</u>
Revenues	\$ 125,535	\$ 112,718	\$ 377,391	\$ 352,243
Operating expenses:				
Cost of revenues (exclusive of depreciation and amortization)	65,026	54,844	196,474	173,972
Selling, general and administrative (includes share-based compensation of \$63, \$59, \$242 and \$174)	41,467	37,841	127,150	119,677
Software development	414	487	1,229	1,418
Depreciation and amortization	17,828	12,111	54,525	37,913
Total operating expenses	<u>124,735</u>	<u>105,283</u>	<u>379,378</u>	<u>332,980</u>
Income (loss) from operations	800	7,435	(1,987)	19,263
Interest expense	(10,019)	(10,043)	(29,474)	(30,143)
Interest income	167	10	598	104
Other income (expense)	(3)	—	(10)	16
Loss before provision for income taxes	(9,055)	(2,598)	(30,873)	(10,760)
Provision for income taxes	(118)	(240)	(913)	(939)
Net loss	(9,173)	(2,838)	(31,786)	(11,699)
Dividends on preferred stock	(16,202)	(18,235)	(47,203)	(53,127)
Loss available to common shareholders	<u>\$ (25,375)</u>	<u>\$ (21,073)</u>	<u>\$ (78,989)</u>	<u>\$ (64,826)</u>
Loss available per common share — basic and diluted	<u>\$ (2.62)</u>	<u>\$ (2.17)</u>	<u>\$ (8.16)</u>	<u>\$ (6.69)</u>
Weighted average common shares outstanding — basic and diluted	<u>9,679,455</u>	<u>9,691,230</u>	<u>9,674,728</u>	<u>9,686,529</u>

See notes to unaudited condensed consolidated financial statements.

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Broadview Networks Holdings, Inc.
Unaudited Condensed Consolidated Statements of Cash Flows
(in thousands)

	<u>Nine Months Ended September 30,</u>	
	<u>2008</u>	<u>2009</u>
Cash flows from operating activities		
Net loss	\$ (31,786)	\$ (11,699)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation	23,430	24,311
Amortization of deferred financing costs	1,983	1,969
Amortization of intangible assets	31,045	13,551
Amortization of bond premium	(603)	(676)
Provision for doubtful accounts	4,205	5,256
Share-based compensation	242	174
Deferred income taxes	685	727
Other	50	51
Changes in operating assets and liabilities:		
Accounts receivable	(3,429)	1,911
Other current assets	(1,898)	2,516
Other assets	(933)	(1,567)
Accounts payable	679	10,420
Accrued expenses and other current liabilities	(15,339)	(30,802)
Taxes payable	(2,526)	1,516
Deferred revenues	1,729	(1,304)
Deferred rent payable	(299)	(200)
Net cash provided by operating activities	<u>7,235</u>	<u>16,154</u>
Cash flows from investing activities		
Acquisition, net of cash acquired	(4,953)	(127)
Purchases of property and equipment	(31,452)	(24,371)
Purchases of investment securities	—	(98,664)
Sales of investment securities	—	98,628
Other	(379)	—
Net cash used in investing activities	<u>(36,784)</u>	<u>(24,534)</u>
Cash flows from financing activities		
Drawdowns on revolving credit facility	10,123	1,964
Repayments of revolving credit facility	(123)	(1,964)
Proceeds from capital lease financing and equipment notes	3,192	373
Payments on capital lease obligations and equipment notes	(2,700)	(3,083)
Other	(63)	—
Net cash provided by (used in) financing activities	<u>10,429</u>	<u>(2,710)</u>
Net decrease in cash and cash equivalents	(19,120)	(11,090)
Cash and cash equivalents at beginning of period	41,998	24,070
Cash and cash equivalents at end of period	<u>\$ 22,878</u>	<u>\$ 12,980</u>

See notes to unaudited condensed consolidated financial statements.

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Broadview Networks Holdings, Inc.
Notes to Unaudited Condensed Consolidated Financial Statements
(in thousands, except share information)

1. Organization and Description of Business***Basis of Presentation***

The accompanying unaudited condensed consolidated financial statements have been prepared based upon Securities and Exchange Commission ("SEC") rules that permit reduced disclosure for interim periods. These financial statements reflect all adjustments necessary for a fair presentation of the results of operations and financial condition for the interim periods shown, including normal recurring accruals and other items. The results for interim periods are not necessarily indicative of results for the full year. For a more complete discussion of significant accounting policies and certain other information, the Company's interim unaudited financial statements should be read in conjunction with its audited financial statements as of and for the year ended December 31, 2008 included in the Company's Form 10-K. The condensed consolidated interim financial statements include both the Company's accounts and the accounts of its wholly-owned subsidiaries. All significant intercompany transactions have been eliminated in consolidation. The Company has evaluated the impact of subsequent events through November 6, 2009, which is the date the condensed consolidated financial statements were issued and filed with the SEC.

The preparation of the condensed consolidated financial statements in conformity with U.S. Generally Accepted Accounting Principles ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amount of revenues and expenses during the reporting period. Management periodically reviews such estimates and assumptions as circumstances dictate. Actual results could differ from those estimates.

The Company is an integrated communications company whose primary interests consist of wholly-owned subsidiaries Broadview Networks, Inc. ("BNI"), Bridgecom Holdings, Inc. ("BH"), Corecomm-ATX, Inc. ("ATX") and Eureka Broadband Corporation ("Eureka", "InfoHighway" or "IH"). The Company also provides phone systems and other customer service offerings through its subsidiary, Bridgecom Solutions Group, Inc. ("BSG"). The Company was founded in 1996 to take advantage of the deregulation of the U.S. telecommunications market following the Telecommunications Act of 1996. The Company has one reportable segment providing domestic wireline telecommunications services consisting of local and long distance voice services, Internet, and data services to commercial and residential customers in the northeast United States.

2. Investment Securities

Investment securities represent the Company's investment in short-term U.S. Treasury notes. The Company's primary objectives for purchasing these investment securities are liquidity and safety of principal. The Company considers these investment securities to be available-for-sale. Accordingly, these investments are recorded at their fair value of \$23,549 as of September 30, 2009. The fair value of these investment securities are based on publicly quoted market prices, which are Level 1 inputs. All of the Company's investment securities mature in less than one year. The cost of these investment securities is \$23,547. During the nine months ended September 30, 2009, the Company purchased \$98,664 and sold \$98,628 of U.S. Treasury notes. During the nine months ended September 30, 2009, the Company realized a gain of \$36 upon the sale of its investment securities, which is included in interest income. All unrealized and realized gains are determined by specific identification.

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Broadview Networks Holdings, Inc.
Notes to Unaudited Condensed Consolidated Financial Statements (continued)
(in thousands, except share information)

3. Comprehensive Loss

Comprehensive loss represents the change in net assets of a business enterprise during a period from non-ownership sources. The Company's other comprehensive income is comprised exclusively of unrealized gains on the Company's investments in U.S. Treasury notes. The comprehensive loss for the three and nine months ended September 30, 2008 and 2009 is as follows:

	<u>Three Months Ended September 30,</u>		<u>Nine Months Ended September 30,</u>	
	<u>2008</u>	<u>2009</u>	<u>2008</u>	<u>2009</u>
Net loss	\$ (9,173)	\$ (2,838)	\$ (31,786)	\$ (11,699)
Unrealized gains on investment securities	—	2	—	2
Reclassification adjustments for realized gains included in net income	—	—	—	(22)
Comprehensive loss	<u>\$ (9,173)</u>	<u>\$ (2,836)</u>	<u>\$ (31,786)</u>	<u>\$ (11,719)</u>

4. Recent Accounting Pronouncements

In June 2009, the Financial Accounting Standards Board ("FASB") issued SFAS No. 168, the *Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles* (as codified in the FASB Accounting Standards Codification ("ASC") under subtopic 105-10-05), which names the ASC as the source of authoritative accounting and reporting standards in the United States, in addition to guidance issued by the SEC. The ASC is a restructuring of accounting and reporting standards designed to simplify user access to all authoritative GAAP by providing the authoritative literature in a topically organized structure. The ASC reduces the GAAP hierarchy to two levels, one that is authoritative and one that is not. The ASC is not intended to change GAAP or any requirements of the SEC. The ASC became authoritative upon its release on July 1, 2009 and is effective for interim and annual periods ending after September 15, 2009.

In April 2009, the FASB issued FSP FAS No. 107-1 and APB 28-1, *Interim Disclosures about Fair Value of Financial Instruments* (as codified in the ASC under subtopic 825-10-65-1), which requires an entity to provide interim disclosures about the fair value of financial instruments and to include disclosures related to the methods and significant assumptions used in estimating those instruments. This guidance is effective for all interim and annual reporting periods ending after June 15, 2009 and shall be applied prospectively. The Company has included additional disclosures in Notes 2 and 6, as a result of adopting this guidance.

In May 2009, the FASB issued SFAS 165, *Subsequent Events* (as codified in the ASC under topic 855). This guidance establishes general standards of accounting for disclosures of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. Although there is new terminology, the standard is based on the same principles as those that currently exist in the auditing standards. The guidance, which includes a new required disclosure of the date through which an entity has evaluated subsequent events, is effective for interim or annual periods ending after June 15, 2009. The adoption of this guidance has not had a significant impact on the Company's financial position or results of operations. The Company has included additional disclosures in Note 1 as a result of adopting this guidance.

5. InfoHighway Acquisition

In connection with the acquisition of InfoHighway in 2007, the Company issued warrants to acquire 16,976 units, with each such unit comprised of 1 share of Series B-1 Preferred Stock and 25 shares of Class A Common Stock, which are generally exercisable for a period of up to five years, with the exercise price of each warrant unit determined based on the cash flow generated from a certain customer of the legacy InfoHighway entity during the two year period following closing of the acquisition. As certain cash flow parameters are met as calculated and agreed upon for the twelve months ended May 31, 2008 and the twelve months ended May 31, 2009, the exercise price on the warrants may decrease from \$883.58 per unit to an exercise price of \$0.01 per unit.

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Broadview Networks Holdings, Inc.
Notes to Unaudited Condensed Consolidated Financial Statements (continued)
(in thousands, except share information)

5. InfoHighway Acquisition (continued)

As of November 6, 2009, the exercise price on the warrants have not been determined. Negotiations are occurring between the Company and the warrant holders as to how certain carrier disputes relating specifically to InfoHighway that were in existence at the acquisition date and arising subsequent to that date will be handled in the cash flow calculation. The Company will not adjust the value of the warrants until an exercise price has been determined. When the exercise price for the warrants are resolved, the Company will utilize a Black-Scholes model to determine the aggregate value of the warrants. If the Company determines that the value of the warrants has increased, the Company will record additional merger consideration and related goodwill at such point of determination. The Company has determined that once the exercise price is resolved, the warrants will be classified as equity.

6. Fair Values of Financial Instruments

The Company's financial instruments include cash and cash equivalents, investments in U.S. Treasury notes, trade accounts receivable, accounts payable, and long-term debt. The Company's available cash balances are invested on a short-term basis (generally overnight) and, accordingly, are not subject to significant risks associated with changes in interest rates. All of the Company's cash flows are derived from operations within the United States and are not subject to market risk associated with changes in foreign exchanges rates. The carrying amounts of the Company's cash and cash equivalents, trade accounts receivable and accounts payable reported in the consolidated balance sheets as of December 31, 2008 and September 30, 2009 are deemed to approximate fair value because of their liquidity and short-term nature. The carrying amounts of the Company's investments in U.S. Treasury notes are recorded at their fair value of \$23,533 and \$23,549 which are based on the publicly quoted market price as of December 31, 2008 and September 30, 2009, respectively.

The fair value of the long-term debt outstanding under the Company's revolving credit facility approximates its carrying value of \$23,500 due to its variable market-based interest rate. The fair value of our 11 3/8% senior secured notes due 2012 at September 30, 2009 was \$274,875, which was based on the publicly quoted closing price of the notes at that date. The publicly quoted closing price used to value the Company's senior secured notes is considered to be a Level 1 input.

7. Commitments and Contingencies

The Company has, in the ordinary course of its business, disputed certain billings from carriers and has recorded the estimated settlement amount of the disputed balances. The settlement estimate is based on various factors, including historical results of prior dispute settlements. The amount of such disputes at September 30, 2009 was \$20,002. The Company believes that the ultimate settlement of these disputes will be at amounts less than the amount disputed and has accrued the estimated settlement in accounts payable and accrued expenses and other current liabilities at September 30, 2009. It is possible that actual settlement of such disputes may differ from these estimates and the Company may settle at amounts greater than the estimates.

The Company has entered into commercial agreements with vendors under which it purchases certain services that it had previously leased under the unbundled network platform provisions of the Telecommunications Act of 1996 as well as special access services. For the nine months ended September 30, 2009, the Company met the minimum purchase obligations. The agreements, which expire in 2010 and 2011, require certain minimum purchase obligations and contain fixed but escalating pricing over their term.

The Company is involved in claims and legal actions arising in the ordinary course of business. Management is of the opinion that the ultimate outcome of these matters will not have a material adverse impact on the Company's condensed consolidated financial position, results of operations, or cash flows. For more information, see our Form 10-K for the year ended December 31, 2008.

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Broadview Networks Holdings, Inc.
Notes to Unaudited Condensed Consolidated Financial Statements (continued)
(in thousands, except share information)

8. Long-term Debt Guarantees

The Company's senior secured notes are fully, unconditionally and irrevocably guaranteed on a senior secured basis, jointly and severally, by each of the Company's existing and future domestic restricted subsidiaries. The notes and the guarantees rank senior in right of payment to all existing and future subordinated indebtedness of the Company and its subsidiary guarantors, as applicable, and equal in right of payment with all existing and future senior indebtedness of the Company and of such subsidiaries.

The notes and the guarantees are secured by a lien on substantially all of the Company's assets, provided, however, that pursuant to the terms of an intercreditor agreement, the security interest in those assets consisting of receivables, inventory, deposit accounts, securities accounts and certain other assets that secure the notes and the guarantees are contractually subordinated to a lien thereon that secures the Company's revolving credit facility with an aggregate principal amount of \$25,000 and certain other permitted indebtedness.

9. Income Taxes

At September 30, 2009, the Company had net operating loss ("NOL") carryforwards available totaling \$139,198, which expire in various years through 2029. The utilization of NOL carryforwards, resulting from previous mergers, is subject to restrictions pursuant to Section 382 of the Internal Revenue Code. As such, it was determined that certain NOLs recorded by the Company as deferred tax assets were limited. The Company has provided a full valuation allowance against the net deferred tax asset as of September 30, 2009 because management does not believe it is more likely than not that this asset will be realized. If the Company achieves profitability, the net deferred tax assets may be available to offset future income tax liabilities.

10. Earnings Per Share

The following is a reconciliation of the numerators and denominators of the basic and diluted net loss per share computations for the three and nine months ended September 30, 2008 and 2009:

	<u>Three Months Ended September 30,</u>		<u>Nine Months Ended September 30,</u>	
	<u>2008</u>	<u>2009</u>	<u>2008</u>	<u>2009</u>
Loss available to common shareholders (Numerator):				
Net loss	\$ (9,173)	\$ (2,838)	\$ (31,786)	\$ (11,699)
Dividends on preferred stock	<u>(16,202)</u>	<u>(18,235)</u>	<u>(47,203)</u>	<u>(53,127)</u>
Loss available to common shareholders	<u>\$ (25,375)</u>	<u>\$ (21,073)</u>	<u>\$ (78,989)</u>	<u>\$ (64,826)</u>
Shares (Denominator):				
Weighted average common shares outstanding:				
Class A common stock	9,342,880	9,342,880	9,342,880	9,342,880
Class B common stock	<u>336,575</u>	<u>348,350</u>	<u>331,848</u>	<u>343,649</u>
Total weighted average common shares outstanding — basic and diluted	<u>9,679,455</u>	<u>9,691,230</u>	<u>9,674,728</u>	<u>9,686,529</u>
Loss available per common share — basic and diluted	<u>\$ (2.62)</u>	<u>\$ (2.17)</u>	<u>\$ (8.16)</u>	<u>\$ (6.69)</u>

As of September 30, 2009, the Company had outstanding options, warrants, restricted stock units and preferred stock, which were convertible into or exercisable for common shares of 13,866,840 that were not included in the calculation of diluted loss per common share because the effect would have been anti-dilutive.

Dividends accumulate on the Company's Preferred Stock. The loss available to common shareholders must be computed by adding any dividends accumulated for the period to net losses. The Company has not declared any dividends.

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Table of Contents**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the Unaudited Condensed Consolidated Financial Statements and Notes to the Unaudited Condensed Consolidated Financial Statements included elsewhere in this quarterly report and our Form 10-K for the year ended December 31, 2008 filed with the Securities and Exchange Commission (the "SEC"). Certain information contained in the discussion and analysis set forth below and elsewhere in this quarterly report, including information with respect to our plans and strategies for our business and related financing, includes forward-looking statements that involve risk and uncertainties. In evaluating such statements, prospective investors should specifically consider the various factors identified in this quarterly report that could cause results to differ materially from those expressed in such forward-looking statements, including matters set forth in our Form 10-K for the year ended December 31, 2008 filed with the SEC.

Overview

We are a leading competitive communications provider, in terms of revenue, offering voice and data communications and managed network solutions to small and medium sized business customers in 20 markets across 10 states throughout the Northeast and Mid-Atlantic United States, including major metropolitan markets such as New York, Philadelphia, Baltimore, Washington, D.C. and Boston. To meet the demands of communications-intensive business customers, we offer dedicated local and long distance voice, high-speed data and integrated services, as well as value-added products and services such as managed services. Our network architecture pairs the strength of a traditional infrastructure with an IP platform, built into our core and extending to the edge, to support dynamic growth of Voice Over Internet Protocol ("VoIP"), Multiprotocol Label Switching ("MPLS") and other next generation technologies. In addition, our network topology incorporates metro Ethernet access in key markets, enabling us to provide T-1 equivalent and high-speed Ethernet access services via unbundled network element loops to customers served from selected major metropolitan collocations, significantly increasing our margins while also enhancing capacity and speed of certain service offerings.

We recorded operating losses of \$17.2 million, \$32.1 million, \$3.0 million for the years ended December 31, 2006, 2007 and 2008, respectively. For the nine months ended September 30, 2009, we recorded operating income of \$19.3 million. For the years ended December 31, 2006, 2007 and 2008 and for the nine months ended September 30, 2009, we recorded net losses of \$41.5 million, \$65.5 million, \$42.9 million and \$11.7 million, respectively. Although we expect to continue to have net losses for the foreseeable future, the synergies we have effectuated through our acquisitions offer some areas of increasing operating efficiencies that could lead to potentially more profitable net results.

Our business is subject to several macro trends, some of which negatively affect our operating performance. Among these negative trends are lower usage per customer, which translates into less usage-based revenue and lower unit pricing for certain services. In addition, we continue to face other industry wide trends including rapid technology changes and overall increases in competition from existing large competitors such as Verizon and established cable operators, other competitive local exchange carriers and new entrants such as VoIP, wireless and other service providers. These factors are partially mitigated by several positive trends. These include a more stable customer base, increasing revenue per customer due to the trend of customers to buy more products from us as we deploy new technology and expand our offerings, a focus on larger customers and an overall increase in demand for data, managed and enhanced services.

As of September 30, 2009, we have approximately 250 sales, sales management and sales support employees, including approximately 190 quota-bearing sales representatives, who target small and medium sized business or enterprise customers located within the footprint of our switching centers and approximately 260 collocations. We focus our sales efforts on communications intensive business customers who purchase multiple products that can be cost-effectively delivered on our network. These customers generally purchase high margin services in multi-year contracts and result in high retention rates. We believe that a lack of focus on the small and medium sized business segment from the Regional Bell Operating Companies has created an increased demand for alternatives in the small and medium sized business communications market. Consequently, we view this market as a sustainable growth opportunity and have focused our strategies on providing small and medium sized businesses with a competitive communications solution.

We focus our business strategy on providing services based on our T-1-based products, which we believe offer greater value to customers, increase customer retention and provide revenue growth opportunities for us. Historically, the Company's revenue was dominated by off-net, voice revenue from smaller customers. We have transitioned a large percentage of our revenue base to T-1 based products. As a result our combined revenue from T-1-based products and managed services grew by approximately 13% from 2007 to 2008. Revenue from the sale of T-1-based products and managed services grew by approximately 0.9% from the first nine months of 2008 to the first nine months of 2009, and currently represents approximately 43.9% of our total revenue and approximately 50.0% of our retail revenue stream, with typical incremental gross profit margins in excess of 60%.

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Our facilities-based network encompasses approximately 3,000 route miles of metro and long-haul fiber, approximately 260 collocations and approximately 500 lit buildings. Our network has the ability to deliver traditional services, such as Plain Old Telephone Service ("POTS") and T-1 lines, as well as DSL, or Digital Subscriber Line, and next generation services, such as dynamic VoIP integrated T-1s, Ethernet in the first mile, hosted VoIP solutions, and MPLS Virtual Private Networks. We provide services to our customers primarily through our network of owned telecommunications switches, data routers and related equipment and owned and leased communications lines and transport facilities using a variety of access methods, including unbundled network element loops, special access circuits and digital T-1 transmission lines for our on-net customers. We have deployed an IP-based platform that facilitates the development of next generation services and the migration of our traffic and customer base to a more cost-effective and efficient IP-based infrastructure, which enhances the performance of our network. As of September 30, 2009, approximately three-fourths of our total lines were provisioned on-net.

Results of Operations

The following table sets forth, for the periods indicated, certain financial data as a percentage of total revenues.

	<u>Three Months Ended September 30,</u>		<u>Nine Months Ended September 30,</u>	
	<u>2008</u>	<u>2009</u>	<u>2008</u>	<u>2009</u>
Revenues:				
Voice and data services	86.4%	87.6%	86.9%	87.0%
Wholesale	3.9%	4.1%	3.7%	4.1%
Access	5.7%	5.0%	5.7%	5.3%
Total network services	96.0%	96.7%	96.3%	96.4%
Other	4.0%	3.3%	3.7%	3.6%
Total revenues	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>
Operating expenses:				
Network services	50.0%	47.2%	50.2%	47.7%
Other cost of revenues	1.8%	1.5%	1.8%	1.7%
Selling, general and administrative	33.0%	33.6%	33.7%	33.9%
Software development	0.3%	0.4%	0.3%	0.4%
Depreciation and amortization	14.2%	10.7%	14.4%	10.8%
Total operating expenses	<u>99.3%</u>	<u>93.4%</u>	<u>100.4%</u>	<u>94.5%</u>
Income (loss) from operations	0.7%	6.6%	(0.4%)	5.5%
Interest expense	(7.9%)	(8.9%)	(7.8%)	(8.5%)
Interest income	0.1%	0.0%	0.2%	0.0%
Other income (expense)	0.0%	0.0%	0.0%	0.0%
Loss before provision for income taxes	(7.1%)	(2.3%)	(8.0%)	(3.0%)
Provision for income taxes	(0.1%)	(0.2%)	(0.2%)	(0.3%)
Net loss	<u>(7.2%)</u>	<u>(2.5%)</u>	<u>(8.2%)</u>	<u>(3.3%)</u>

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Key Components of Results of Operations

Revenues

Our revenues, as detailed in the table above, consist primarily of network services revenues, which consists primarily of voice and data managed and hosted services, wholesale services and access services. Voice and data services consist of local dial tone, long distance and data services, as well as managed and hosted services. Wholesale services consist of voice and data services, data collocation services and transport services. Access services includes carrier access and reciprocal compensation revenue, which consists primarily of usage charges that we bill to other carriers to originate and terminate their calls from and to our customers. Network services revenues represents a predominantly recurring revenue stream linked to our retail and wholesale customers.

We generate approximately 87% of our revenues from retail end customer voice and data products and services. Revenue from end customer data includes T-1/T-3, integrated T-1 data and other managed services trending to an increasing percentage of our overall revenue even as voice revenues, predominately POTS and long distance services, remain the core of our revenue base. Data cabling, service installation and wiring and phone systems sales and installation also form a small but growing portion of our overall business. We continue to focus on data, managed and hosted services as growth opportunities as we expect the industry to trend toward lower usage components of legacy products such as long distance and local usage. This lower usage is primarily driven by trends toward customers using more online and wireless communications.

Cost of Revenues (exclusive of depreciation and amortization)

Our network services cost of revenues consist primarily of the cost of operating our network facilities. Determining our cost of revenues requires significant estimates. The network components for our facilities-based business include the cost of:

- leasing local loops and digital T-1 lines which connect our customers to our network;
- leasing high capacity digital lines that connect our switching equipment to our collocations;
- leasing high capacity digital lines that interconnect our network with the incumbent local exchange carriers;
- leasing space, power and terminal connections in the incumbent local exchange carrier central offices for collocating our equipment;
- signaling system network connectivity; and
- Internet transit and peering, which is the cost of delivering Internet traffic from our customers to the public Internet.

The costs to obtain local loops, digital T-1 lines and high capacity digital interoffice transport facilities from the incumbent local exchange carriers vary by carrier and by state and are regulated under federal and state laws. We do not anticipate any significant changes in Verizon local loop, digital T-1 line or high capacity digital interoffice transport facility rates in the near future. Except for our lit buildings, in virtually all areas, we obtain local loops, T-1 lines and interoffice transport capacity from the incumbent local exchange carriers. We obtain interoffice facilities from carriers other than the incumbent local exchange carriers, where possible, in order to lower costs and improve network redundancy; however, in most cases, the incumbent local exchange carriers are our only source for local loops and T-1 lines.

Our off-net network services cost of revenues consists of amounts we pay to Verizon and AT&T pursuant to our commercial agreements with them. Rates for such services are prescribed in the commercial agreements and available for the term of the agreements. Rates were subject to a surcharge that increased by a predetermined amount on each of the first, second and third anniversaries of the agreements' terms and is now fixed for the duration of the agreements' terms. The commercial agreements, which expire in 2010 and 2011, require certain minimum purchase obligations, which we have met in all of the years we were under the commercial agreements.

Our network services cost of revenues also includes the fees we pay for long distance, data and other services. We have entered into long-term wholesale purchasing agreements for these services. Some of the agreements contain significant termination penalties and/or minimum usage volume commitments. In the event we fail to meet minimum volume commitments, we may be obligated to pay underutilization charges. We do not anticipate having to pay any underutilization charges in the foreseeable future.

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Gross Profit (exclusive of depreciation and amortization)

Gross profit (exclusive of depreciation and amortization), as presented in this Management's Discussion and Analysis of Financial Condition and Results of Operations, represents income (loss) from operations, before depreciation and amortization, software development expenses and selling, general and administrative expenses ("SG&A"). Gross profit (exclusive of depreciation and amortization), is a non-GAAP financial measure used by our management, together with financial measures prepared in accordance with GAAP such as revenue and cost of revenue, to assess our historical and prospective operating performance.

The following table sets forth, for the periods indicated, a reconciliation of gross profit (exclusive of depreciation and amortization), to income (loss) from operations as income (loss) from operations is calculated in accordance with GAAP:

	<u>Three Months Ended September 30,</u>		<u>Nine Months Ended September 30,</u>	
	<u>2008</u>	<u>2009</u>	<u>2008</u>	<u>2009</u>
Income (loss) from operations	\$ 800	\$ 7,435	\$ (1,987)	\$ 19,263
Depreciation and amortization	17,828	12,111	54,525	37,913
Software development	414	487	1,229	1,418
Selling, general and administrative	41,467	37,841	127,150	119,677
Gross profit (exclusive of depreciation and amortization)	<u>\$ 60,509</u>	<u>\$ 57,874</u>	<u>\$ 180,917</u>	<u>\$ 178,271</u>
Gross profit, as a percentage of revenue	<u>48.2%</u>	<u>51.3%</u>	<u>48.0%</u>	<u>50.6%</u>

Gross profit is a measure of the general efficiency of our network costs in comparison to our revenue. As we expense the current cost of our network against current period revenue, we use this measure as a tool to monitor our progress with regards to network optimization and other operating metrics.

Our management also uses gross profit to evaluate performance relative to that of our competitors. This financial measure permits a comparative assessment of operating performance, relative to our performance based on our GAAP results, while isolating the effects of certain items that vary from period to period without any correlation to core operating performance or that vary widely among similar companies. Our management believes that gross profit is a particularly useful comparative measure within our industry.

We provide information relating to our gross profit so that analysts, investors and other interested persons have the same data that management uses to assess our operating performance, which permits them to obtain a better understanding of our operating performance and to evaluate the efficacy of the methodology and information used by our management to evaluate and measure such performance on a standalone and a comparative basis.

Our gross profit may not be directly comparable to similarly titled measures reported by other companies due to differences in accounting policies and items excluded or included in the adjustments, which limits its usefulness as a comparative measure. In addition, gross profit has other limitations as an analytical financial measure. These limitations include the following:

- gross profit does not reflect our capital expenditures, future requirements for capital expenditures or contractual commitments to purchase capital equipment;
- gross profit does not reflect the interest expense, or the cash requirements necessary to service interest or principal payments, associated with our indebtedness;
- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will likely have to be replaced in the future, and gross profit does not reflect any cash requirements for such replacements; and
- gross profit does not reflect the SG&A expenses necessary to run our ongoing operations.

Our management compensates for these limitations by relying primarily on our GAAP results to evaluate its operating performance and by considering independently the economic effects of the foregoing items that are or are not reflected in gross profit. As a result of these limitations, gross profit should not be considered as an alternative to income (loss) from operations, as calculated in accordance with GAAP, as a measure of operating performance.

Table of Contents***Selling, General and Administrative***

SG&A is comprised primarily of salaries and related expenses, non-cash compensation, occupancy costs, sales and marketing expenses, commission expenses, bad debt expense, billing expenses, professional services expenses and insurance expenses.

Determining our allowance for doubtful accounts receivable requires significant estimates. In determining the proper level for the allowance we consider factors such as historical collections experience, the aging of the accounts receivable portfolio and economic conditions. We perform a credit review process on each new customer that involves reviewing the customer's current service provider bill and payment history, matching customers with national databases for delinquent customers and, in some cases, requesting credit reviews through Dun & Bradstreet Corporation.

Depreciation and Amortization

Our depreciation and amortization expense currently includes depreciation for network-related voice and data equipment, fiber, back-office systems, third-party conversion costs, internally developed software, furniture, fixtures, leasehold improvements, office equipment and computers and amortization of intangibles associated with mergers, acquisitions and software development costs.

Three Months Ended September 30, 2008 Compared to Three Months Ended September 30, 2009

Set forth below is a discussion and analysis of our results of operations for the three months ended September 30, 2008 and 2009.

The following table provides a comparison of components of our gross profit (exclusive of depreciation and amortization) for the three months ended September 30, 2008 and 2009:

	Three Months Ended September 30,		Three Months Ended September 30,		<u>% Change</u>
	2008		2009		
	<u>Amount</u>	<u>% of Total Revenues</u>	<u>Amount</u>	<u>% of Total Revenues</u>	
Revenues:					
Network services	\$ 120,570	96.0%	\$ 109,053	96.7%	(9.6%)
Other	4,965	4.0%	3,665	3.3%	(26.2%)
Total revenues	<u>125,535</u>	<u>100.0%</u>	<u>112,718</u>	<u>100.0%</u>	<u>(10.2%)</u>
Cost of revenues:					
Network services	62,742	50.0%	53,162	47.2%	(15.3%)
Other	2,284	1.8%	1,682	1.5%	(26.4%)
Total cost of revenues	<u>65,026</u>	<u>51.8%</u>	<u>54,844</u>	<u>48.7%</u>	<u>(15.7%)</u>
Gross profit:					
Network services	57,828	46.1%	55,891	49.5%	(3.3%)
Other	2,681	2.1%	1,983	1.9%	(26.0%)
Total gross profit	<u>\$ 60,509</u>	<u>48.2%</u>	<u>\$ 57,874</u>	<u>51.3%</u>	<u>(4.4%)</u>

Table of Contents**Revenues**

Revenues for the three months ended September 30, 2008 and 2009 were as follows:

	Three Months Ended September 30,				
	2008		2009		% Change
	Amount	% of Total Revenues	Amount	% of Total Revenues	
Revenues:					
Voice and data services	\$ 108,446	86.4%	\$ 98,814	87.6%	(8.9%)
Wholesale	4,926	3.9%	4,637	4.1%	(5.9%)
Access	7,198	5.7%	5,602	5.0%	(22.2%)
Total network services	120,570	96.0%	109,053	96.7%	(9.6%)
Other	4,965	4.0%	3,665	3.3%	(26.2%)
Total revenues	<u>\$ 125,535</u>	<u>100.0%</u>	<u>\$ 112,718</u>	<u>100.0%</u>	<u>(10.2%)</u>

Overall our revenues have declined 10.2% when comparing the three months ended September 30, 2008 with the same period in 2009. Our overall revenue decline primarily stems from declines in voice services revenues, which have decreased \$10.7 million or 13.2% between 2008 and 2009. This decrease is due to increased line churn, lower usage revenue per customer, lower prices per unit for certain services and a lower number of lines and customers. Part of the decrease was also attributable to our decision to discontinue the use of telemarketing as a sales channel for new sales. The voice service revenue decrease experienced during the current quarter has moderately accelerated over decreases experienced in previous quarters, which we attribute to the current economic conditions. Historically, our data services revenues have increased on a quarter over quarter basis and have partially mitigated our declines in voice services, however, data services revenues were unchanged when comparing the three months ended September 30, 2008 with the same period in 2009. Our carrier access revenues have decreased primarily due to decreasing revenue from voice services, which reduces our revenues from access originations and terminations and reciprocal compensation. In terms of absolute dollars, our wholesale revenues from our T-1 and data products as well as from voice terminations showed only modest declines. Our other revenues, which include data cabling, service installation and wiring and phone systems sales and installation, have declined due to current economic conditions.

Cost of Revenues (exclusive of depreciation and amortization)

Cost of revenues were \$54.8 million for the three months ended September 30, 2009, a decrease of 15.7% from \$65 million for the same period in 2008. As part of our continual improvement efforts, we were able to improve the efficiency of our network and improve our margins. Our costs consist primarily of those incurred from other providers and those incurred from the cost of our network. Costs where we purchased services or products from third party providers comprised \$51.5 million, or 79.2% of our total cost of revenues for the three months ended September 30, 2008 and \$44.2 million, or 80.5% in the three months ended September 30, 2009. The most significant components of our costs purchased from third party providers consist of costs related to our Verizon wholesale advantage contract (formerly UNE-P), UNE-L and T-1 costs, which totaled \$13.3 million, \$6.8 million and \$13.5 million, respectively, for the three months ended September 30, 2008. These costs totaled \$11.2 million, \$6.0 million and \$13.3 million, respectively, for the three months ended September 30, 2009. Combined these costs decreased by 9.2% between 2008 and 2009. We have experienced a decrease in costs where we purchased services or products from third parties primarily due to our effective migration of lines to lower cost platforms.

Gross Profit (exclusive of depreciation and amortization)

Gross profit was \$57.9 million for the three months ended September 30, 2009, a decrease of 4.4% from \$60.5 million for the same period in 2008. As a percentage of revenues gross profit increased to 51.3% in 2009 from 48.2% in 2008. The increase in gross profit as a percentage of revenues is primarily due to lower costs resulting from provisioning more lines from resale and unbundled network platform to on-net. We are focusing sales initiatives towards increasing the amount of data and integrated T-1 lines sold, as we believe that these initiatives will produce incrementally higher margins than those currently reported from POTS services. In addition, as we continue to drive additional cost saving initiatives, including provisioning customers to our on-net facilities, identifying additional inaccuracies in billing from existing carriers, renegotiating existing agreements and executing new agreements with additional interexchange carriers, we believe that our gross profit will improve.

Table of Contents*Selling, General and Administrative*

SG&A expenses were \$37.8 million, 33.6% of revenues, for the three months ended September 30, 2009, a decrease of 8.9% from \$41.5 million, 33.0% of revenues, for the same period in 2008. This decrease is primarily due to decreased employee costs of \$2.3 million, which reflects cost savings achieved through reduced headcount, and decreased commission expenses of \$1.2 million due to declining revenues. We continue to look for additional cost savings in various categories throughout the organization.

Depreciation and Amortization

Depreciation and amortization costs were \$12.1 million for the three months ended September 30, 2009, a decrease of 32.0% from \$17.8 million for the same period in 2008. This decrease in depreciation and amortization expense was due to fully amortizing some of our acquired customer base intangible assets during 2008. Amortization expense included in our results of operations for customer base intangible assets for the three months ended September 30, 2009 was \$3.7 million, a decrease of \$5.6 million, from \$9.3 million included in our results of operations during the same period in 2008.

Interest

Interest expense was \$10.0 million for the three months ended September 30, 2009 and was unchanged from the same period in 2008. Our effective annual interest rates for the three months ended September 30, 2008 and 2009 is as follows:

	<u>Three Months Ended September 30,</u>	
	<u>2008</u>	<u>2009</u>
Interest expense	\$ 10,019	\$ 10,043
Weighted average debt outstanding	\$ 310,882	\$ 330,105
Effective annual interest rate	12.89%	12.17%

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Nine Months Ended September 30, 2008 Compared to Nine Months Ended September 30, 2009

Set forth below is a discussion and analysis of our results of operations for the nine months ended September 30, 2008 and 2009.

The following table provides a comparison of components of our gross profit (exclusive of depreciation and amortization) for the nine months ended September 30, 2008 and 2009:

	<u>Nine Months Ended September 30,</u>				<u>% Change</u>
	<u>2008</u>		<u>2009</u>		
	<u>Amount</u>	<u>% of Total Revenues</u>	<u>Amount</u>	<u>% of Total Revenues</u>	
Revenues:					
Network services	\$ 363,458	96.3%	\$ 339,653	96.4%	(6.5%)
Other	13,933	3.7%	12,590	3.6%	(9.6%)
Total revenues	<u>377,391</u>	<u>100.0%</u>	<u>352,243</u>	<u>100.0%</u>	<u>(6.7%)</u>
Cost of revenues:					
Network services	189,307	50.2%	167,883	47.7%	(11.3%)
Other	7,167	1.8%	6,089	1.7%	(15.0%)
Total cost of revenues	<u>196,474</u>	<u>52.0%</u>	<u>173,972</u>	<u>49.4%</u>	<u>(11.5%)</u>
Gross profit:					
Network services	174,151	46.1%	171,770	48.8%	(1.4%)
Other	6,766	1.9%	6,501	1.8%	(3.9%)
Total gross profit	<u>\$ 180,917</u>	<u>48.0%</u>	<u>\$ 178,271</u>	<u>50.6%</u>	<u>(1.5%)</u>

Revenues

Revenues for the nine months ended September 30, 2008 and 2009 were as follows:

	<u>Nine Months Ended September 30,</u>				<u>% Change</u>
	<u>2008</u>		<u>2009</u>		
	<u>Amount</u>	<u>% of Total Revenues</u>	<u>Amount</u>	<u>% of Total Revenues</u>	
Revenues:					
Voice and data services	\$ 327,822	86.9%	\$ 306,519	87.0%	(6.5%)
Wholesale	13,944	3.7%	14,519	4.1%	4.1%
Access	21,692	5.7%	18,615	5.3%	(14.2%)
Total network services	363,458	96.3%	339,653	96.4%	(6.5%)
Other	13,933	3.7%	12,590	3.6%	(9.6%)
Total revenues	<u>\$ 377,391</u>	<u>100.0%</u>	<u>\$ 352,243</u>	<u>100.0%</u>	<u>(6.7%)</u>

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Overall, our revenues have declined 6.7% when comparing the nine months ended September 30, 2008 with the same period in 2009. Our overall revenue decline primarily stems from declines in voice services revenues, which have decreased \$25.0 million or 10.1% between 2008 and 2009. This decrease is due to increased line churn, lower usage revenue per customer, lower prices per unit for certain services and a lower number of lines and customers. Part of the decrease was also attributable to our decision to discontinue the use of telemarketing as a sales channel for new sales. The voice services revenues decrease experienced during the current quarter has moderately accelerated over decreases experienced in previous quarters, which we attribute to the current economic conditions. This decrease has been slightly offset by an increased demand for our data, hosted and managed services. Our revenues from data services have increased by \$3.7 million or 4.8% when comparing the nine months ended September 30, 2008 with the same period in 2009. The decrease in our voice services have also been partially offset by higher revenue per customer due to the trend toward multiple products per customer and a focus on larger customers. Our carrier access revenues have decreased primarily due to decreasing revenue from voice services, which reduces our revenues from access originations and terminations and reciprocal compensation. Our wholesale revenue increased primarily as a result of organic growth of our T-1 and data products as well as from voice terminations. Our other revenues, which include data cabling, service installation and wiring and phone systems sales and installation, have declined due to current economic conditions.

Cost of Revenues (exclusive of depreciation and amortization)

Cost of revenues was \$174.0 million for the nine months ended September 30, 2009, a decrease of 11.5% from \$196.5 million for the same period in 2008. As part of our continual improvement efforts, we were able to improve the efficiency of our network and improve our margins. Our costs consist primarily of those incurred from other providers and those incurred from the cost of our network. Costs where we purchased services or products from third-party providers comprised \$155.3 million, or 79.0% of our total cost of revenues for the nine months ended September 30, 2008 and \$138.1 million, or 79.4% in the nine months ended September 30, 2009. The most significant components of our costs purchased from third-party providers consist of costs related to our Verizon wholesale advantage contract (formerly UNE-P), UNE-L and T-1 costs, which totaled \$40.1 million, \$19.7 million and \$41.1 million, respectively, for the nine months ended September 30, 2008. These costs totaled \$34.9 million, \$19.0 million and \$40.4 million, respectively, for the nine months ended September 30, 2009. Combined, these costs decreased by 6.5% between 2008 and 2009. We have experienced a decrease in costs where we purchased services or products from third parties primarily due to our effective migration of lines to lower cost platforms.

Gross Profit (exclusive of depreciation and amortization)

Gross profit was \$178.3 million for the nine months ended September 30, 2009, a decrease of 1.5% from \$180.9 million for the same period in 2008. As a percentage of revenues gross profit increased to 50.6% in 2009 from 48.0% in 2008. The increase in gross profit as a percentage of revenues is primarily due to lower costs resulting from provisioning more lines from resale and unbundled network platform to on-net. We are focusing sales initiatives towards increasing the amount of data and integrated T-1 lines sold, as we believe that these initiatives will produce incrementally higher margins than those currently reported from POTS services. In addition, as we continue to drive additional cost saving initiatives, including provisioning customers to our on-net facilities, identifying additional inaccuracies in billing from existing carriers, renegotiating existing agreements and executing new agreements with additional interexchange carriers, we believe that our gross profit will improve.

Selling, General and Administrative

SG&A expenses were \$119.7 million, 33.9% of revenues, for the nine months ended September 30, 2009, a decrease of 5.9% from \$127.2 million, 33.7% of revenues, for the same period in 2008. This decrease is primarily due to decreased employee costs of \$3.7 million due to cost savings achieved through reduced headcount, decreased commission expenses of \$3.5 million due to declining revenues, and decreased professional and consulting fees of \$0.9 million due to the reduced use of outside professional and temporary help. These decreases were partially offset by increased bad debt expenses of \$1.1 million from increased accounts receivable write-offs during the nine months ended September 30, 2009. We continue to look for additional cost savings in various categories throughout the organization.

Depreciation and Amortization

Depreciation and amortization costs were \$37.9 million for the nine months ended September 30, 2009, a decrease of 30.5% from \$54.5 million for the same period in 2008. This decrease in depreciation and amortization expense was due to fully amortizing some of our acquired customer base intangible assets during 2008. Amortization expense included in our results of operations for customer base intangible assets for the nine months ended September 30, 2009 was \$12.0 million, a decrease of \$17.3 million from \$29.3 million included in our results of operations during the same period in 2008.

Table of Contents**Interest**

Interest expense was \$30.1 million for the nine months ended September 30, 2009, an increase of 2.0% from \$29.5 million for the same period in 2008. The increase was primarily a result of having a higher average outstanding debt balance for the nine months ended September 30, 2009 compared to 2008. The higher average debt balance is due to the outstanding borrowings on our revolving credit facility. Our effective annual interest rates for the nine months ended September 30, 2008 and 2009 are as follows:

	Nine Months Ended September 30,	
	2008	2009
Interest expense	\$ 29,474	\$ 30,143
Weighted average debt outstanding	\$ 310,105	\$ 331,202
Effective annual interest rate	12.67%	12.13%

Off-Balance Sheet Arrangements

We have no special purpose or limited purpose entities that provide off-balance sheet financing, liquidity, or market or credit risk support, and we do not currently engage in hedging, research and development services, or other relationships that expose us to any liabilities that are not reflected on the face of our financial statements.

Liquidity and Capital Resources

Our principal sources of liquidity are cash from operations, our cash, cash equivalents and investments and access to undrawn portions of our \$25.0 million credit facility and our capital lease line. Our short-term liquidity requirements consist of interest on our notes, capital expenditures and working capital. Our long-term liquidity requirements consist of the principal amount of our notes and our outstanding borrowings under our revolving credit facility. Based on our current level of operations and anticipated growth, we believe that our existing cash, cash equivalents and available borrowings under our credit facility will be sufficient to fund our operations and to service our notes for at least the next 12 months. Further, a significant majority of our planned capital expenditures are "success-based" expenditures, meaning that it is directly linked to new revenue, and if they are made, they will be made only when it is determined that they will directly lead to more profitable revenue. As of September 30, 2009, we have \$6.0 million of capital lease obligations outstanding under our capital lease line. As of September 30, 2009, we had \$23.5 million of outstanding borrowings under our revolving credit facility, all of which we have invested in U.S. Treasury notes. Additionally, we have used our credit facility to collateralize \$1.3 million of outstanding letters of credit as of September 30, 2009. Our cash and cash equivalents are being held in several large financial institutions, although most of our balances exceed the Federal Deposit Insurance Corporation insurance limits.

As of September 30, 2009, we require approximately \$102.4 million in cash to service the interest due on our notes throughout the remaining life of the notes. We may need to refinance all or a portion of our indebtedness, including the notes, at or before maturity. We cannot assure you that we will be able to refinance any of our indebtedness, including the notes and our credit facility, on commercially reasonable terms or at all. However, we continuously evaluate and consider all financing opportunities. Any future acquisitions or other significant unplanned costs or cash requirements may also require that we raise additional funds through the issuance of debt or equity.

For information regarding our revolving credit facility and senior secured notes, see our Form 10-K for the year ended December 31, 2008.

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Disputes

During December 2008, we finalized a settlement with Verizon, which extinguished virtually all outstanding disputes between the parties as of March 31, 2008. The settlement included a comprehensive mutual release of any liability or potential liability between the parties effective as of that date. We nonetheless continue to be involved in a variety of disputes with multiple carrier vendors relating to billings of approximately \$20 million as of September 30, 2009. We believe we have accrued an amount appropriate to settle all remaining disputed charges. However, it is possible that the actual settlement of any remaining disputes may differ from our reserves and that we may settle at amounts greater than the estimates. We have sufficient cash on hand to fund any differences between our expected and actual settlement amounts.

Nine Months Ended September 30, 2008 Compared to Nine Months Ended September 30, 2009

Cash Flows from Operating Activities

Cash provided by operating activities was \$7.2 million for the nine months ended September 30, 2008, compared to cash provided by operating activities of \$16.2 million for 2009. During the nine months ended September 30, 2009 and 2008, we paid \$34.1 million in interest expense on our notes and \$0.9 million in interest expense on our credit facility. The change in cash provided by operations was due to the improvement in our income from operations partially offset by payments made in connection with our settlement with Verizon.

Cash Flows from Investing Activities

Cash used in investing activities was \$36.8 million for the nine months ended September 30, 2008, compared to \$24.5 million for 2009. The change in cash flow from investing activities was primarily due to decreased capital expenditures during the nine months ended September 30, 2009. Additionally, we used \$5.0 million during the nine months ended September 30, 2008 to acquire Lightwave.

Cash Flows from Financing Activities

Cash flows provided by financing activities were \$10.4 million for the nine months ended September 30, 2008, compared to cash used in financing activities of \$2.7 million for 2009. The change in cash flows from financing activities was primarily due to a reduced amount of borrowing from our capital lease line and revolving line of credit in the nine months ended September 30, 2009 as compared to the same period in 2008.

New Accounting Standards

See Note 4 to this Item 1 for accounting standards that were issued since the filing of our Form 10-K for the year ended December 31, 2008. These new accounting standards are not expected to have a material impact on our financial position, results of operations or liquidity.

Application of Critical Accounting Policies and Estimates

The preparation of the condensed consolidated financial statements in accordance with GAAP requires us to make judgments, estimates and assumptions regarding uncertainties that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities and the reported amounts of revenues and expenses. We use historical experience and all available information to make these judgments and estimates and actual results could differ from those estimates and assumptions that are used to prepare our financial statements at any given time. Despite these inherent limitations, management believes that Management's Discussion and Analysis of Financial Condition and Results of Operations and the accompanying condensed consolidated financial statements and footnotes provide a meaningful and fair perspective of our financial condition and operating results for the current period. For more information, see our Form 10-K for the year ended December 31, 2008.

Other Matters

At September 30, 2009, we had NOL carryforwards for federal and state income tax purposes. The amount of such available NOL carryforwards which may be available to offset future taxable income was approximately \$139.2 million. The Company has provided a full valuation allowance against the net deferred tax assets as of September 30, 2009 because management does not believe it is more likely than not that this asset will be realized.

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Item 3. Quantitative and Qualitative Disclosures About Market Risk

In the normal course of business, our financial position is subject to a variety of risks, such as the collectability of our accounts receivable and the recoverability of the carrying values of our long-term assets. Our long-term obligations consist primarily of long-term debt with fixed interest rates and our revolving credit facility with a variable interest rate. We are not exposed to market risks from changes in foreign currency exchange rates or commodity prices. We do not hold any derivative financial instruments nor do we hold any securities for trading or speculative purposes.

We continually monitor the collectability of our accounts receivable and although our write-offs have increased during the nine months ended September 30, 2009, we have not noted any significant changes in our collections as a result of the current economic and market conditions. We believe that our allowance for doubtful accounts is adequate as of September 30, 2009. Should the market conditions continue to worsen or should our customers' ability to pay decrease, we may be required to increase our allowance for doubtful accounts, which would result in a charge to our SG&A expenses.

Our available cash balances are invested on a short-term basis (generally overnight) and, accordingly, are not subject to significant risks associated with changes in interest rates. Substantially all of our cash flows are derived from our operations within the United States and we are not subject to market risk associated with changes in foreign exchange rates.

Our investment securities are classified as available for sale, and consequently, are recorded on the balance sheet at fair value with unrealized gains and losses reflected in stockholders' deficiency. Our investment securities are comprised solely of short-term U.S. Treasury notes with original maturity dates of three to nine months. These investment securities, like all fixed income instruments, are subject to interest rate risk and will fall in value if market interest rates increase.

The fair value of our 11 3/8% senior secured notes due 2012 was approximately \$274.9 million at September 30, 2009. Our senior secured notes, like all fixed rate securities are subject to interest rate risk and will fall in value if market interest rates increase.

The fair value of the long-term debt outstanding under our revolving credit facility approximates its carrying value of \$23.5 million due to its variable interest rate. A change in interest rates of 100 basis points would change our interest expense by \$0.2 million on an annual basis.

Item 4T. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As required by SEC Rule 15d-15(b), we carried out an evaluation, under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the operation of our disclosure controls and procedures as of the end of the period covered by this report. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of September 30, 2009. For information regarding the Company's internal control over financial reporting, see our Form 10-K for the year ended December 31, 2008.

Changes in Internal Control Over Financial Reporting

There have been no changes in the Company's internal control over financial reporting during the quarter ended September 30, 2009 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

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PART II — OTHER INFORMATION

Item 1. Legal Proceedings

We are currently a party to several legal actions. AT&T Communications of New York, Inc. and Teleport Communications Group, Inc. commenced an action against us in the U.S. District Court for the Southern District of New York in March, 2008. Plaintiffs seek monetary relief, including recovery of amounts billed for switched access service. This matter has been referred to the New York Public Service Commission.

We are also a party to certain legal actions and regulatory investigations and enforcement proceedings arising in the ordinary course of business. We are also involved in certain billing and contractual disputes with our vendors. We do not believe that the ultimate outcome of any of the foregoing actions will result in any liability that would have a material adverse effect on our financial condition, results of operations or cash flows.

For more information, see the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our Form 10-K for the year ended December 31, 2008.

Item 1A. Risk Factors

CIT Group, Inc. ("CIT"), an affiliate of one of our lenders under our credit facility filed for bankruptcy on November 1, 2009. We do not expect that CIT's bankruptcy filing will have a negative impact on us, but there can be no such assurances. We will continue to monitor the situation.

Other than the risk factor noted above, there have been no material changes in our risk factors from those set forth in our Form 10-K for the year ended December 31, 2008, which should be read in conjunction with this report.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Submission of Matters to a Vote of Security Holders

None.

Item 5. Other Information

None.

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Item 6. Exhibits

The following exhibits are filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
31.1	Certification of the Company's Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of the Company's Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of the Company's Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of the Company's Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on November 6, 2009:

BROADVIEW NETWORKS HOLDINGS, INC.

By: /s/ MICHAEL K. ROBINSON
Name: Michael K. Robinson
Title: Chief Executive Officer,
President and Assistant Treasurer

By: /s/ COREY RINKER
Name: Corey Rinker
Title: Chief Financial Officer,
Treasurer and Assistant Secretary

EXHIBIT INDEX

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EXHIBIT F

Marketing/Promotional Materials
Of

Broadview Networks, Inc.



[Home](#) [About Us](#) [Products & Solutions](#) [Agent Partner](#) [Wholesale](#) [Customer Center](#) [Contact](#)

[Request Quote](#)

A Different View.

What makes Broadview unique!

That's the smart View!

voice over IP Solutions

Broadview Networks is an industry leader in delivering Voice over IP solutions.

We are the only telecommunications provider in our footprint offering a VoIP product set as robust as us. With OfficeSuite, Hosted PBX and SIP Trunking to choose from you are guaranteed to find a VoIP solution that fits your needs.

Our VoIP services enable you to reduce costs, increase mobility, connect multiple locations, and improve productivity.

Each of our VoIP services provides your end users with a features that that allows them to easily collaborate with their colleagues, empower them to work remotely while still being tied into the corporate phone system and while also offering mobility options such as cell phone twinning and softphones.

Broadview Networks VoIP Solutions

[OfficeSuite](#) [Hosted PBX](#) [SIP Trunking](#)

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- **Voice over IP Solutions**
 - OfficeSuite
 - Broadspeed Hosted PBX
 - Broadspeed SIP Trunking
- Data & High-Speed Internet
- FrontLine Managed Security
- Voice Solutions
- Phone Systems
- Services & Network Integration
- Government Services



My point of view.

ART,
SENIOR VICE PRESIDENT
OF OPERATIONS

"Whether you want to call it commitment or tenacity - it's making sure that we do what we say we're going to do, and stay until the end - it's our job. We're a critical part of our customer's lives."



OfficeSuite™
Answers your needs.

Talk

Schedule

Learn



- OfficeSuite Overview
- How It Works
- Included Features
- Options & Equipment
- News
- Online Demo
- Testimonials
- Getting Started
- Contact Us



Why OfficeSuite?

OfficeSuite is a hosted VoIP phone system that delivers everything your business needs to communicate over the phone and online, including phones, a robust calling plan, over 40 features and a web portal for easy administration—all without any capital investment or increase in support staff. [Learn more](#)



Professional Services

The global economy is putting pressure on consultants, accountants, lawyers and other professionals to do more with less. OfficeSuite can help enhance productivity and lower costs. [Learn how](#)



Financial Services

Financial firms that are positioned to scale as the economy rebounds will be the leaders in the new market. OfficeSuite can help make your company more flexible and responsive. [Learn how](#)



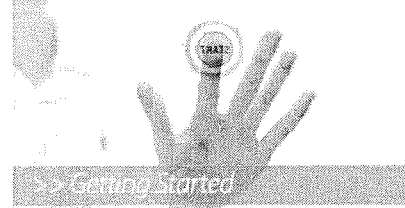
Health Care

Healthcare professionals need to keep talking to patients, no matter what the outcome of the healthcare debate is in D.C. OfficeSuite can help keep the lines of communication open between providers and patients. [Find out how](#)



Real Estate

Connecting buyers and sellers is mission critical because missing a call can mean losing revenue. OfficeSuite connects your agents regardless of where they are—in the office, at home or on the road. [Learn how](#)





Request Quote

A Different View.

What makes Broadview unique!

That's the smart View!

BroadSpeed Hosted PBX

Broadview Networks BroadSpeed® Hosted PBX solution combines enhanced features of an IP PBX, the reliability of traditional PBX forms and the flexibility of open, standards-based networking. The platform delivers redundancy and scalability that is difficult to achieve with traditional PBX systems.

Our Hosted PBX solution is provided via our state-of-the-art data network with complete Quality of Service (QoS) management assuring toll-grade voice quality and performance.

We focus on the details of your individual needs, like training your end-users after each installation. All our services can be billed on a single invoice and followed up by superior customer care.

Broadview's Hosted PBX Platform Offers

- Carrier-grade reliability and scalability. We own and operate the entire network to provide you with superior performance, service and support
- Single system for unified communications
- Wide range of features including call control, private voice networking and unified messaging
- Centralized management. Administrators can make modifications, additions and changes via an intuitive and secure web-based portal
- Relocation and growth protection. We use the inherent capabilities of IP networking to allow businesses to relocate or grow with a minimum amount of work

Broadview's Hosted PBX capabilities streamline deployment and installation and reduce communications overhead for your enterprise.

Benefits

- Eliminates the need to install, support and provision end-users from numerous premise-based communications systems
- Reduces total cost of ownership
- Serves the smallest or the largest enterprise with a single system
- Use one system for multiple communications applications
- Enhanced features that deliver immediate increase in productivity

CommPilot Web Interface

With the CommPilot web portal users can self-configure and manage their personal services in real time, minimizing support required for moves, adds and changes. Additionally, users can manage inbound and outbound calls with advanced features such as phone lists and integration with Microsoft Outlook.

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PRODUCTS AND SERVICES

Infrastructure, Security, Productivity

- Voice, data and converged services
- High-speed Internet
- Colocation
- Ethernet services
- Professional services
- Managed services
 - Data backup
- E-mail and network security services
 - MPLS, VPNs, and firewalls
- Hosted and premises based phone systems
- VoIP and SIP Trunking
- Exclusive "Lit" building services
- Web and audio conferencing

■ Voice over IP Solutions

- OfficeSuite
- BroadSpeed Hosted PBX
- BroadSpeed SIP Trunking

■ Data & High-Speed Internet

■ FrontLine Managed Security

■ Voice Solutions

■ Phone Systems

■ Services & Network Integration

■ Government Services



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A Different View.

What makes
Broadview unique!

**That's
the smart View!**

Broadspeed SIP Trunking

Efficient, IP-ready voice communications for your business. Broadview continues to help businesses understand and take advantage of emerging technologies. Broadspeed SIP Trunk is your company's first step toward all-IP unified communications.

Why Broadspeed SIP Trunk?

■ Voice over IP Solutions

- OfficeSuite
- Broadspeed Hosted PBX
- Broadspeed SIP Trunking**

■ Data & High-Speed Internet

■ FrontLine Managed Security

■ Voice Solutions

■ Phone Systems

■ Services & Network Integration

■ Government Services

More bandwidth, more capacity

Broadspeed SIP Trunk offers IP bandwidth selections from 1.5 Mb/s up to 6.0 Mb/s for up to 70 concurrent conversations and IP data applications over a common dedicated facility.

Modest, predictable service costs

The convergence of voice and data with VoIP results in lower total cost of ownership (TCO) – streamlining internal network resources, bypassing traditional telecom tolls, reducing space requirements, lowering the cost of MACs (moves, adds, changes), plus other cost benefits.

Sets the stage for new features

SIP trunks are a launch-pad for an all-IP technology offering all the same features you're used to with traditional integrated T1s, plus several services in the network or on today's advanced IP PBX's.

Why Broadspeed SIP Trunk for VoIP?

Secure, private IP network

Broadspeed SIP Trunk is an end-to-end managed service, from the router we provide to Broadview's MPLS IP backbone. We don't rely on the public Internet to transmit your business calls/data.

Commitment to business-class quality

If you're unsure about your company's readiness for VoIP, we can test your LAN and make recommendations to prepare you for success.

Clear voice connections

End-to-end IP connectivity optimizes voice quality by minimizing latency associated with converting between IP and TDM. Thorough testing in Broadview labs ensures 100% interoperability. Ask about approved IP PBXs.

Guaranteed service performance levels

Our Service Level Agreement is a tool that establishes clear expectations and ensures that we meet your objectives. It's a product of our real-life experiences with thousands of

For a list of **Broadview Networks certified interoperable IP based Phone Systems** [click here](#).

PRODUCTS AND SERVICES

Infrastructure, Security, Productivity

- Voice, data and converged services
- High-speed Internet
- Colocation
- Ethernet services
- Professional services
- Managed services
 - Data backup
 - Email and network security services
 - MPLS, VPNs, and firewall
- Hosted and premises based phone systems
- VoIP and SIP Trunking
- Exclusive "Lit" building services
- Web and audio conferencing



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A Different View.

What makes Broadview unique!

That's the smart View!

Data & High Speed Internet

Discover the Full Potential of Your Business - Switch to Leading-edge Data Communications. With the power of broadband, your business can soar.

Data services enable you to distribute vital business information

to employees, colleagues, customers and vendors - at maximum speed. The opportunities for productive collaboration are unlimited: e-commerce, telecommuting, video communications, distance learning and a whole world of network applications.

We've designed a complete family of data networking services and Integrated Access Solutions to help you compete in the rapidly evolving business scene. Whether you want high-speed dedicated Internet access or an integrated solution for your voice and internet services, we deliver. Call or e-mail us and find out how to get connected now.



My point of view.

STEPHEN,
NOC TECHNICIAN

"We monitor the network from the customer's perspective to ensure that everything is operating the way it's supposed to."

- Voice over IP Solutions
- **Data & High-Speed Internet**
 - Dedicated Internet Access
 - ZOOM
 - Integrated Access Solutions
 - ADSL & SDSL
 - FrontLine MPLS
- FrontLine Managed Security
- Voice Solutions
- Phone Systems
- Services & Network Integration
- Government Services

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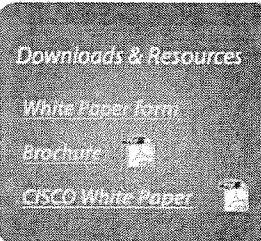
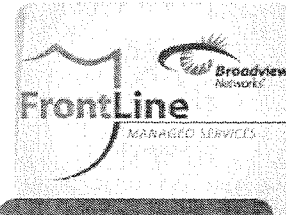
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Innovation.
State-of-the-art network.
The different View!

FrontLine Managed Security

- The protection of critical data and networks.
- **E-mail Security**
 - Block & quarantine questionable messages
 - Alerts e-mail when your mail server fails
 - Point and click interface helps manage quarantined messages
 - Reduce spam and free up your network for your business
- **Managed Firewall**
 - Broadview defines a security policy based on your objectives
 - Security experts monitor your network in real-time 24X7
 - Secure web-based reports detail critical network statistics
- **Secure VPN**
 - Provides secure network access to remote users
 - Totally scalable solution protected by a robust firewall
 - Data sent through the network is encrypted for added security
- **Internet Policy Management**
 - Network-based URL and Internet content filters
 - Protects you from legal exposure by blocking inappropriate sites
 - Secures your network by restricting access to dangerous sites
 - Restricts access to unproductive sites
- **Data Backup**
 - Secure storage of your business critical data
 - Backup window is significantly reduced
 - Reduces recovery time and risk exposure

- Voice over IP Solutions
- Data & High-Speed Internet
- **FrontLine Managed Security**
 - E-mail Security
 - Managed Firewall
 - Secure VPN
 - Internet Policy Management
 - Data Backup
- Voice Solutions
- Phone Systems
- Services & Network Integration
- Government Services

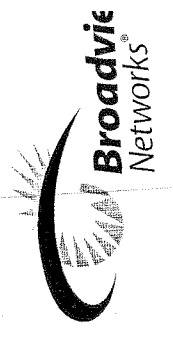




**Are you absolutely
sure your business
is secure?**

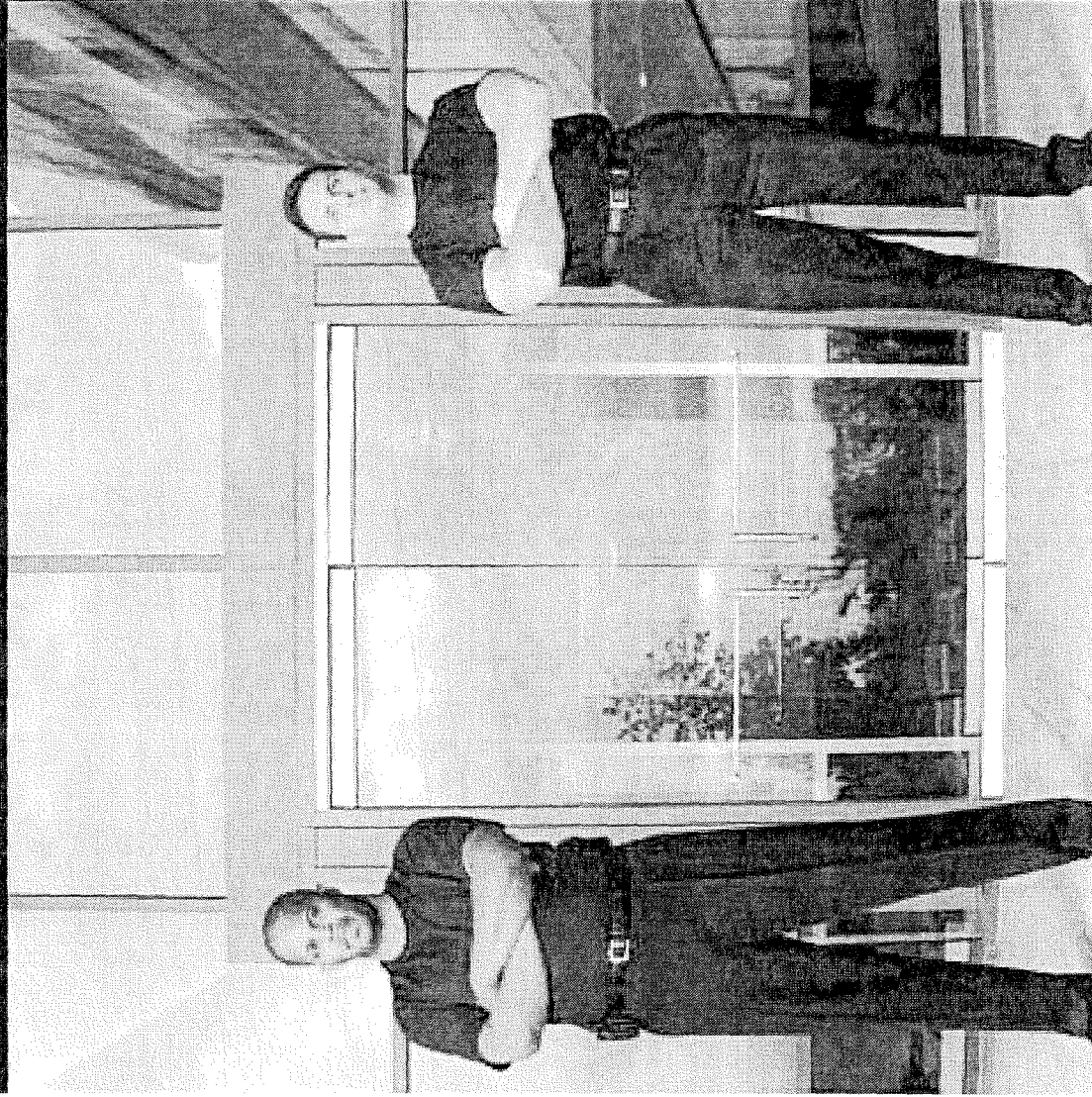
Broadview FrontLine.

Active protection against threats to your data... your network... your business.



THE
TALK
SHOW

The threats are out there. Spam. Viruses. Hacker attacks. Disgruntled employees. Possible natural or manmade disasters. Compliance and liability.



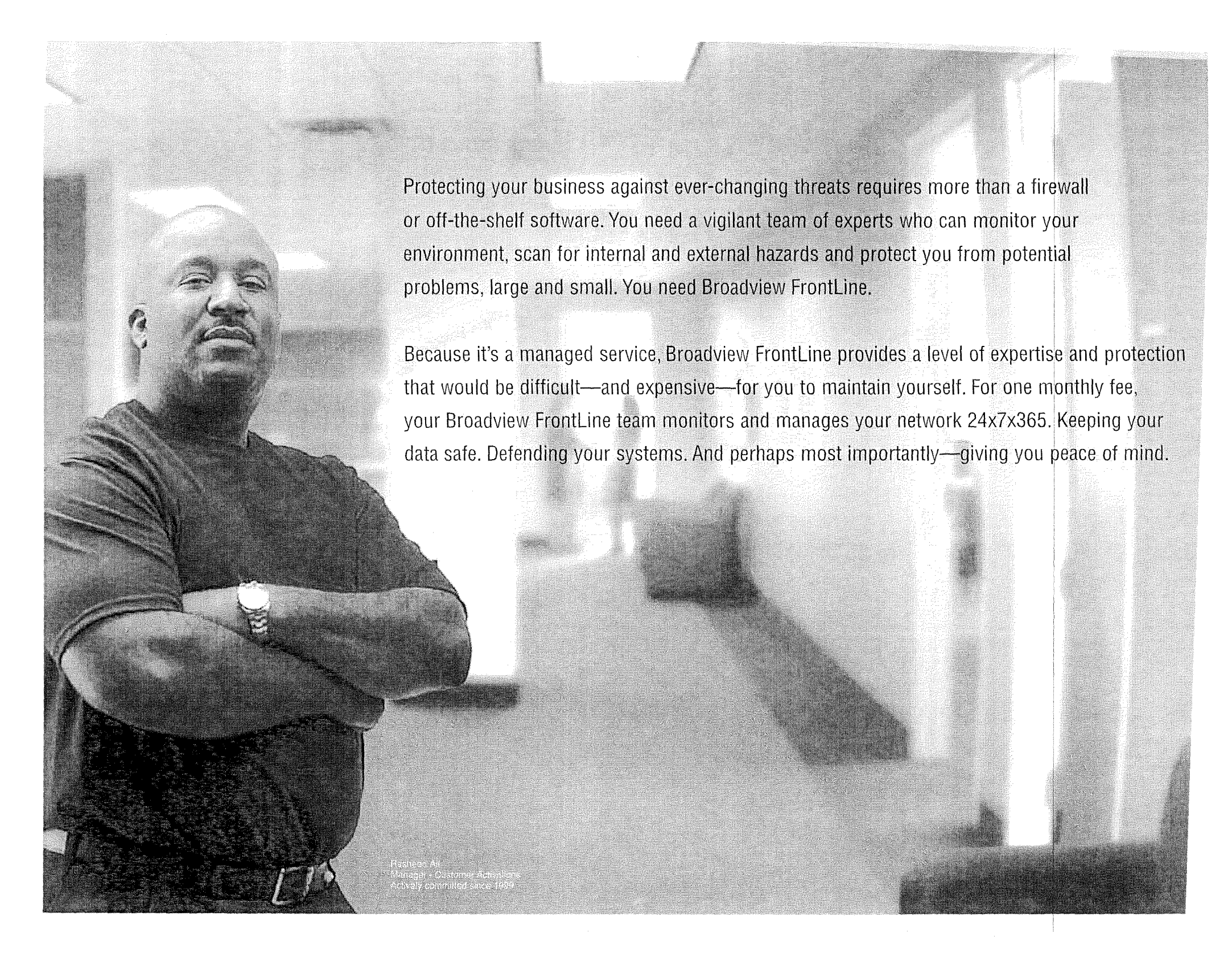
Think about this:

- How much productivity do you lose everyday because of spam?
- What legal exposure does your company have from inappropriate e-mail or web sites that are accessed through your network?
- If you lost your customer, billing or employee data, how much would it cost your company? How long would it take you to repair the damage? Are you sure you could recover it all?
- How much downtime can your business afford?
- Who is trying to gain access to your data from outside your premises? Are they authorized?
- Do you have the in-house resources and knowledge to protect your company from current and future risks?

The average cost of
spam per employee
is \$2,000 per year.

Jeff Thomas (left)
Senior Applications Engineer
Actively committed since 1999

Scott Grace (right)
Accounting Manager
Actively committed since 1996



Protecting your business against ever-changing threats requires more than a firewall or off-the-shelf software. You need a vigilant team of experts who can monitor your environment, scan for internal and external hazards and protect you from potential problems, large and small. You need Broadview FrontLine.

Because it's a managed service, Broadview FrontLine provides a level of expertise and protection that would be difficult—and expensive—for you to maintain yourself. For one monthly fee, your Broadview FrontLine team monitors and manages your network 24x7x365. Keeping your data safe. Defending your systems. And perhaps most importantly—giving you peace of mind.

Rashad Ali
Manager - Customer Advocacy
Dedicated since 1999

The Broadview FrontLine Managed Security Suite

E-mail Security: Anti-spam and Anti-virus

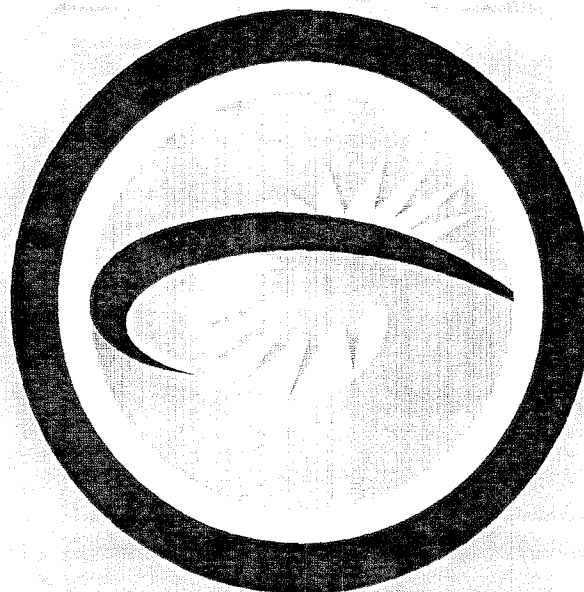
- Filters e-mails and stops spam, viruses, harmful attachments and other malicious content before they get to your network
- Prevents directory farming and phishing attacks
- Hunts down and eliminates viruses as soon as they're discovered—keeping your hard drives, e-mail systems and servers clean
- Simple end-user controls and administrative settings
- Broadview Networks takes responsibility for constant monitoring and maintaining updated threat definitions and known spam lists

Managed Firewall

- Broadview defines a security policy based on your organizational objectives, then implements your policy so that it can be monitored and enforced
- Broadview provides all network design and firewall installation, plus ongoing maintenance, patches and upgrades, as well as conducts regular security policy reviews with recommendations
- Broadview security experts provide 24x7x365 real-time monitoring from the Broadview Network Command Center
- Best-of-breed Cisco® firewall technology provides the most advanced and proven tools to ensure your network security
- Secure, web-based reports are provided detailing critical network and device statistics

Secure Virtual Private Network (VPN)

- Provides secure access to your network for remote users, telecommuters and branch office locations
- Network-based (MPLS) IP-VPN provides all necessary authentication and encryption, reducing user administration and eliminating potential points of failure
- Services are provided via Dial-in, Broadband (via 3DES Client) and traditional T1 connectivity
- Optional router and CPE installation and management is available for branch office locations providing end-to-end Wide Area Network management



Internet Policy Management (URL Filtering)*

- Network-based web address and content filtering gives you the ability to define and limit access to groups and/or categories of web sites
- Optimizes employee productivity by restricting access to non-business related sites
- Protects your organization against legal exposure stemming from inappropriate web sites accessed through your network
- Reports all user and site activity

**Ask your Broadview Consultant about availability*

Data Backup and Recovery*

- Automatically backs up data from PCs, laptops and servers to secure off-site servers
- Eliminates the need for unreliable, slow and costly tape backup
- Users maintain full access to backed-up data so it can be recovered instantaneously with a point-and-click—anytime, anywhere
- Simple user interface allows you to select “recovery point” and “recovery time” objectives
- Broadview’s secure data centers are replicated in geographically dispersed locations for redundancy purposes

**Ask your Broadview Consultant about availability*

Why try to do it all yourself? Broadview FrontLine delivers a higher level of protection, while saving you time and money.

Do you have all the skills, technology and experience to handle ever-changing threats? Are you sure you're totally protected? With Broadview FrontLine, there's never any doubt. What's even better, you can bolster your own team's efforts with FrontLine at a lower cost than if you tried to do it yourself—all for one predictable monthly fee.

In-house Management

Purchase software and licenses for anti-spam and anti-virus; deploy staff to make sure it's installed and it's always updated on employees' systems

Purchase and implement firewall hardware and software; utilize staff to update and maintain systems to address new threats; monitor potential intrusions

Install tape backup and data archiving systems; monitor employees to make sure all in-house and remote employees use backup on a regular basis; transport the tapes off-site for increased protection; when recovery is necessary, find and transport the correct tapes back on-site and undergo a lengthy recovery process

Regular staff and IT training and ongoing research regarding the latest threats and defensive strategies/solutions

Broadview FrontLine

No hardware or software purchases necessary; ongoing adjustments to new spam and virus attacks, including updates and software patches are automatic

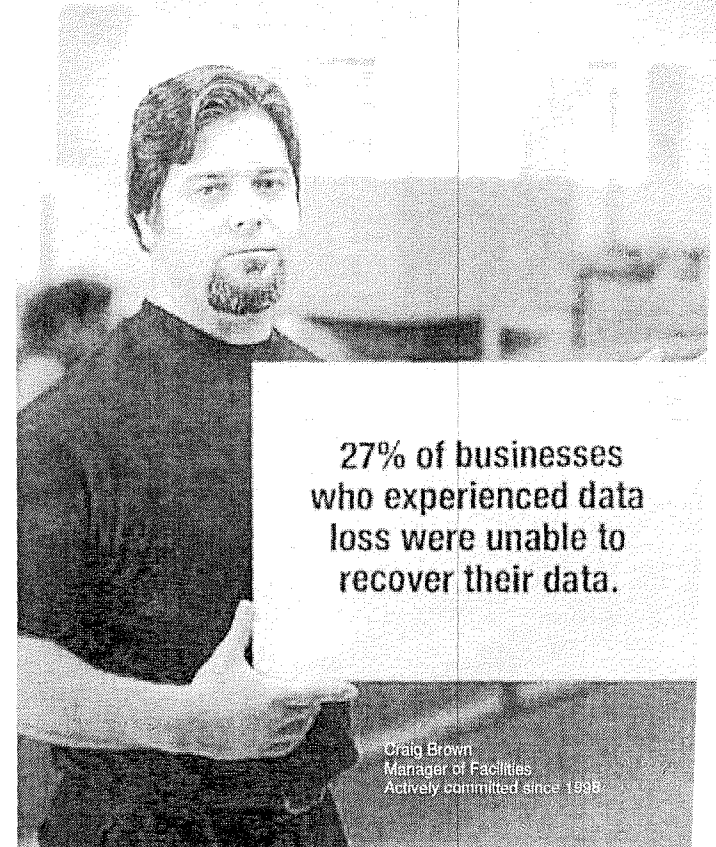
Managed firewall systems are constantly monitored and adjusted to automatically respond to potential threats

Backup is performed automatically for all in-house laptops, servers and mobile employees; data can be recovered with an instant point-and-click 24x7 via the Internet

A vigilant team of skilled professionals takes responsibility for protection of your company's vital assets

Broadview Networks. Connect—and Protect.

Broadview FrontLine is another example of the way Broadview is redefining what your communications partner should be—delivering proactive services designed to make your business stronger, and your employees more productive.



**27% of businesses
who experienced data
loss were unable to
recover their data.**

Craig Brown
Manager of Facilities
Actively committed since 1998

For more information about Broadview FrontLine, call 1-800-BROADVIEW or visit www.broadviewnet.com

For more information about Broadview FrontLineSM
call 1-800-BROADVIEW or visit www.broadviewnet.com.



*Think about it.*TM





[Request Quote](#)

A Different View.

What makes
Broadview unique!

**That's
the smart View!**

FrontLine E-Mail Security

Highlights

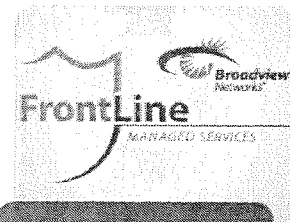
Key solution easily implemented and administered - frees IT resources to deal with other pressing issues

- Blocks and quarantines unsolicited and malicious e-mail before reaching your connection to the Internet
- Uses advanced Lexical Analysis, Host Blocking, Pattern Interdiction and other dynamic, state-of-the-art techniques to add constant updates to your Broadview FrontLine package, keeping you one step ahead of Spam and viruses.
- Reduces quantity of non-business related e-mail penetrating the corporate network, freeing-up your business' bandwidth to achieve your communications objectives
- Offers controlled e-mail delivery, load balancing and spooling to enhance e-mail system reliability
- Simple Administration: point and click interface to manage quarantined e-mail and change filter sensitivity.

Spam. Viruses. Worms. Inappropriate e-mail. The benefits of enhanced electronic communications aren't without cost to your business. Can you put a dollar figure on the time and resources spent filtering through pointless, unsolicited e-mail? What about the cost of downtime due to virus damage?

What would be the impact on your business' reputation if just one pornographic message gets through and is distributed between users?

Aren't you tired of Spammers stealing the bandwidth you pay for? Broadview FrontLine E-mail Security allows you to define and control the information flow into your business, blocking Spam, viruses and other dangerous executable attachments.



Downloads & Resources

[White Paper Form](#)

[Brochure](#)

[Product Demo](#)

- Voice over IP Solutions
- Data & High-Speed Internet
- FrontLine Managed Security
 - E-mail Security
 - Managed Firewall
 - Secure VPN
 - Internet Policy Management
 - Data Backup
- Voice Solutions
- Phone Systems
- Services & Network Integration
- Government Services



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A Different View.
 What makes
 Broadview unique!
**That's
 the smart View!**

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- Government Services

FrontLine Managed Firewall

Highlights

Broadview defines a security policy based on your organizational objectives, then implements your policy so that it can be monitored and enforced.

- Broadview provides all network design and firewall installations, plus ongoing maintenance, patches and upgrades, as well as conducts regular security policy reviews with recommendations.
- Broadview security experts provide 24x7x365 real-time monitoring from the Broadview Network Command Center
- Best-of-breed Cisco® firewall technology provides the most advanced and proven tools to ensure your network security
- Secure Web-based reports are provided detailing critical network and device statistics

The majority of break-ins and security breaches go undetected. Attacks have an 88% success rate, and are detected by less than one in 20 of the target organizations. And of those organizations that detect these threats, only 5% actually react to them.

Broadview FrontLine Managed Firewall delivers active protection for your networks via 24x7x365 monitoring, reporting, maintenance and fault resolution proactively provided by Broadview security experts. And Broadview optimizes your configuration through regular security policy reviews and recommendations.

On an ongoing basis, Broadview handles OS patches, log files, upgrades and hack attempts - reporting to you at your option. You're empowered by real-time visibility into performance and attempted security violations with end-user management through Broadview's FrontLine customer portal. The result? You get the peace of mind of achieving peak network security without having to worry about owning, programming or maintaining equipment.

Mission-critical Functionality

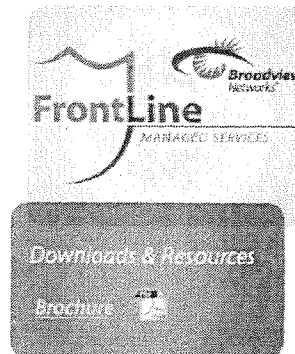
Broadview FrontLine Managed Firewall protects your network or networks from intruders on an outer, unprotected network. This critical layer of security forms a boundary so traffic between protected and unprotected networks flows through your firewall, limiting access to only your authorized users.

Common Attacks

- Buffer overflow: Hacker sends an oversized field to the system causing a buffer overflow
- Backdoor: A mechanism covertly installed on a victim system to gain unauthorized access
- Trojans: A malicious piece of code installed by a hacker to serve a purpose other than the authorized users' original intent
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Other Types of Attacks

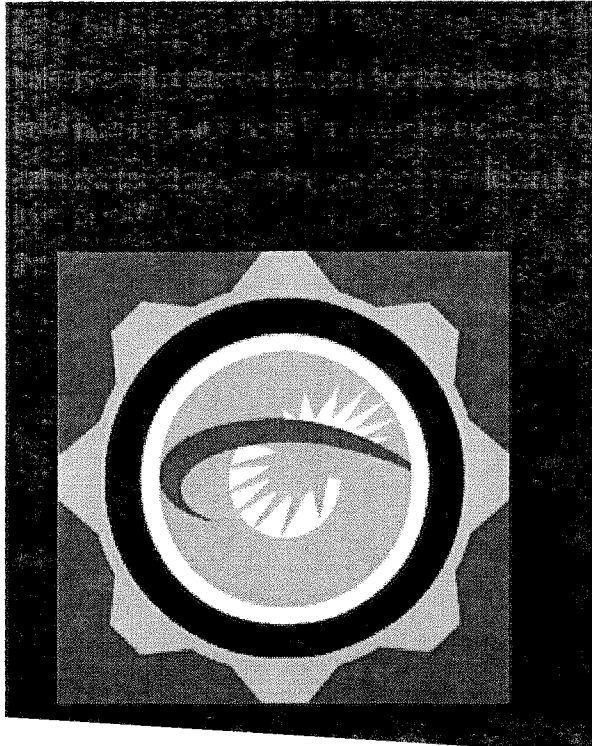
- SYN flooding
- Application layer attack
- Denial of service
- Non-blind spoofing



- Cross site scripting
 - Distributed denial of service
 - Reset attack
 - CGI abuses
 - Password cracking
-
- FIN attack
 - Port scan
 - War dialing
 - Teardrop attack
 - Web defacement (graffiti)

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No one gets in unless we say so.



Broadview FrontLineSM Managed Firewall

Expert security policy enforcement and 24x7 monitoring and management.

Less than 5%
of network attacks
are detected.

The majority of network break-ins and security breaches go undetected. Attacks have an 88% success rate, but are detected by less than one in 20 of the target organizations. And of those organizations that detect these threats, only 5% actually react to them.

Broadview FrontLine Managed Firewall delivers active protection for your networks – 24x7x365 monitoring, reporting, maintenance and fault resolution proactively provided by Broadview security experts. And Broadview optimizes your configuration through regular security policy reviews and recommendations.

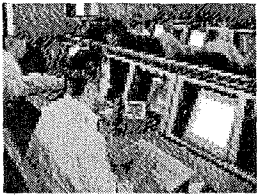
On an ongoing basis, Broadview handles OS patches, log files, upgrades and hack attempts – reporting to you at your option. You're empowered by real-time visibility into performance and attempted security violations with end-user management through Broadview's FrontLine customer portal. The result? You get the peace of mind of achieving peak network security without having to worry about owning, programming or maintaining equipment.

Key Benefits of Broadview FrontLine Managed Firewall:

- Protects against the most current and advanced network attacks including denial of service attacks
- Broad range of world class features from the Cisco® Catalyst platform
- Stateful inspection technology ensures the highest levels of security as opposed to standard packet filters or NAT
- Memory and throughput aren't capped by the capacity of a premise-based firewall
- No capital investment
- No end user licenses
- Attacks are blocked at the core of the Broadview network, ensuring a clean connection to the customer premise
- "SIP-aware" – seamlessly accommodates VoIP traffic

INFRASTRUCTURE | SECURITY | PRODUCTIVITY





Broadview monitors all customer activity around-the-clock from its secure, state-of-the-art Network Command Center. Best-of-breed firewall technology and Broadview security experts provide a **one-two punch that knocks out potential threats.**



Mission-critical Functionality

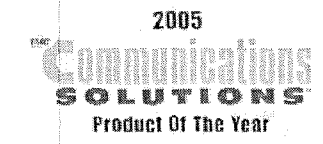
Broadview FrontLine Managed Firewall protects your network or networks from intruders on an outer, unprotected network. This critical layer of security forms a boundary so traffic between protected and unprotected networks flows through your firewall, limiting access to only your authorized users.

Common Attacks

- **Buffer overflow:** Hacker sends an oversized file to the system causing a buffer overflow
- **Backdoor:** A mechanism covertly installed on a victim's system to gain unauthorized access
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- Additional elements of the Broadview FrontLine suite:
- E-mail Security
 - Secure Virtual Private Network
 - Data Backup and Recovery (Coming Soon)
 - Internet Policy Management (Coming Soon)

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 - E-mail Security
 - Managed Firewall
 - Secure VPN**
 - Internet Policy Management
 - Data Backup
- Voice Solutions
- Phone Systems
- Services & Network Integration
- Government Services

FrontLine Remote VPN

Highlights

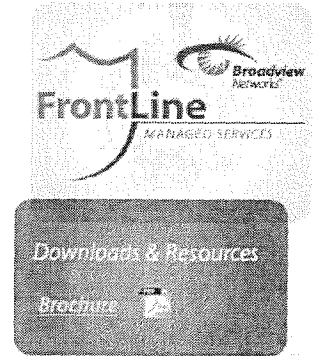
- Provides secure access to your network for remote users, telecommuters and branch office locations.
- network-based (MPLS) IP-VPN provides all necessary authentication and encryption, reducing user administration and eliminating potential points of failure.
- Services are provided via Dial-in, Broadband (via 3DES Client) and traditional T1 connectivity
- Optional router and CPE installation and management is available for branch office locations providing end-to-end Wide Area Network management

Secure access for your branch offices, telecommuters and authorized remote users.

Over the past 30 years, more businesses have expanded their reach well beyond their local service areas. Companies have built expensive Wide Area Networks (WANs) to connect multiple offices, and leveraged frame relay and private line topologies to allow connectivity. But today, many cost and IT resource issues can be addressed by virtual private networks (VPNs) that allow remote connectivity to host company locations.

While VPNs simplify remote access and make it more efficient, they can also introduce new risks: security, visibility and scalability. So how do you ensure peak performance without compromising the integrity of your network?

Broadview Frontline Secure VPN provides a customized solution that empowers you to accommodate telecommuters and remote users with a secure, scalable network - protected by robust Broadview FrontLine Managed Firewall technology. Each user is identified on a network with a unique ID, and every assigned user ID is authenticated to ensure appropriate levels of access. All data sent and received through your network is either encrypted or controlled. Broadview manages your policy and monitors your activity. You dictate who gets in and who doesn't.



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Broadview FrontLineSM Managed Firewall

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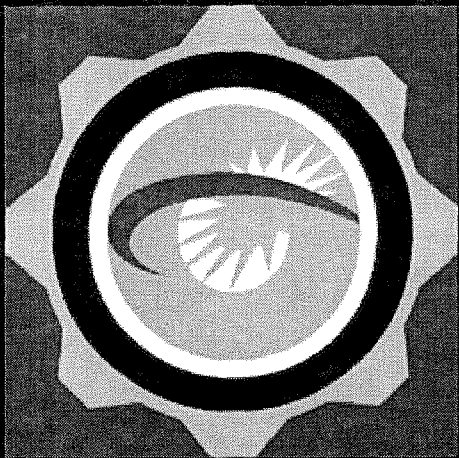
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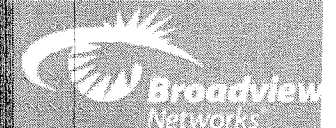
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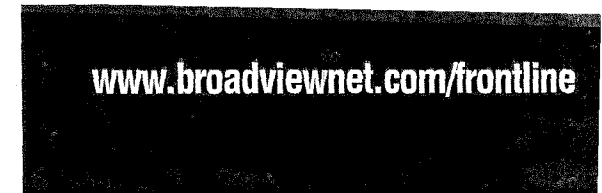


INFRASTRUCTURE | SECURITY | PRODUCTIVITY





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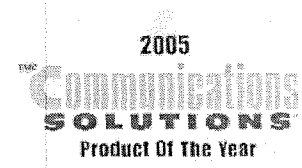
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Additional elements of the Broadview FrontLine suite:

- E-mail Security
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- Data Backup and Recovery (Coming Soon)
- Internet Policy Management (Coming Soon)

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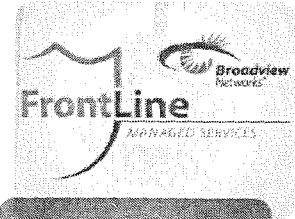
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What makes
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FrontLine Internet Policy Management

Highlights

- Network-based URL and content filtering gives you the ability to define and limit access to groups and/or categories of web sites.
 - Optimizes employee productivity by restricting access to non-business related sites.
 - Protects your organization from legal exposure stemming from inappropriate web sites accessed through your network.
- For more information on Broadview FrontLine Internet Policy Management please **contact a Broadview Representative** today.



[Downloads & Resources](#)
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FrontLine Data Backup & Recovery

Highlights

- Backup window is significantly reduced (by 50-70%) since only new or changed data is captured during the backup event
- Less time and expense for staff, hardware, software, maintenance, off-site warehouses and delivery services
- Reduces recovery time and risk/exposure
- Data can be delivered to multiple sites, making restoring to full operations faster and easier than with any other alternative backup system

Tape - an antiquated technology - is an unreliable strategy for the protection of your business' critical applications and data. As the sheer volume of data grows, tape backup windows are extended, hurting availability and productivity, and making recovery times alarmingly long. Given the value of the data itself - including its role in business continuity and compliance - tape's high error rate of 20-50% (Bloor Research) makes it unsuitable when taking proper security precautions for safeguarding your business' valuable data.

FrontLine Data Backup replaces the need for tape by providing a disk-to-disk backup of all your data via the Internet. Once an initial seed of all data residing on your servers is backed up, all new and changed data is compressed, encrypted and sent via the Internet, a VPN or a designated network connection to the FrontLine Data Backup secure primary vault.

When a file or record needs to be recovered, any authorized user can simply perform a point-and-click restoration through an easy to use Windows interface. Data is always accessible, from anywhere in the world, 24/7.

Think about this:

Nearly two thirds of mid-size companies rank protection from security breaches as their top IT challenge - and 61% don't take action because it's too expensive

FBI research found that 78% of companies reported their Internet connection as a recurring point of attack.

Gartner Group reports that 60% of businesses' critical data resides within their e-mail systems.

Sources:
 (1) Yankee Group; (2) FBI/CSI report;
 (3) Gartner Group



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Innovation.

State-of-the-art network.

The different View!

Voice Solutions

At the Edge with the Single-Source Solution

Typically, a solution that meets your need for service, simplicity and savings. With one source for everything from local calling to advanced data networking, you have easy access to a full spectrum of advanced communications. As your business prospers, we can provide the expanded services that support your growing needs. We can also help you control costs with low rates and billing information that makes tracking expenses simple. Switch to the company that really means business.

- Voice over IP Solutions
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■ **Voice and PRI Services**

Broadspeed Voice and PRI service provides a wide range of flexibility to meet the needs of your changing business. Take advantage of a dedicated, scalable service that supports multiple trunk and call types and provides measured and allowance calling plans designed to fit your calling patterns.

■ **Integrated Access Solutions**

Broadspeed Dynamic IP combines your voice and high-speed Internet into an integrated circuit that dynamically responds to your changing voice and data needs—expanding the capacity of your bandwidth and reducing the cost of ownership. *Broadspeed* Dynamic IP is a flexible communications tool that enables data technologies such as Multiprotocol Label Switching (MPLS) for secure IP, VPN and Firewall applications between office locations.

■ **Broadspeed® Channel Bank**

Provides analog phone lines over a dedicated circuit delivering a scalable, cost-effective communications solution. Now you can get system reliability and features such as Call Hunting, Call Redirect and Call Forwarding that were previously available only to large businesses. *Broadspeed* Channel Bank enables you to create a PBX-like phone system without the capital investment.

In addition to competitive Local, Regional and Long Distance calling plans, Broadview Networks offers low International rates as well. With the Broadview Networks International Cents Plan your business can save money when calling the most popular international destinations around the globe. You'll benefit from some of

the best rates you can receive anywhere!



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Voice T1 & PRI

Clear Choice for Your Voice Service Needs

Do you want speed, reliability and savings from your voice services? In order a state-of-the-art digital Broadview Voice T1 or PRI solution from Broadview Networks and start working smarter today.*

Broadview Voice T1 or PRI is offered in three different ways. The first offer is a **"Measured"** package where all calls are measured and rated individually. This is a "pay as you use" offer. The second way is our **"Flat Rate"** T-1 or PRI offer where all LOCAL calls are included in the monthly fee. The third way is our **"Allowance"** offering where we bundle LOCAL, REGIONAL and LONG DISTANCE calls in the monthly fee. The "Allowance" Offer has several different options to meet your specific calling pattern.

Broadview Voice T1 or PRI digital service provides your company with access to the Broadview Networks switching center. Utilize the Broadview Voice T1 or PRI standard 1.544 Mbps digital transmission link with up to 24 channels for your outbound, inbound, and two-way local, regional and long distance voice services. And, get one rate for all your domestic long distance calls in the continental U.S. on our **"Measured"** or **"Flat Rate"** Plans.

Broadview Voice T1 keeps your business moving with:

- **High Quality** – Enjoy crystal-clear phone calls and modem speeds of up to 56K with an end-to-end digital connection. Guaranteed 4-hour committed response times and remote monitoring capabilities ensure high quality and reliability.
- **Security** – Safeguard your service with 24/7 remote monitoring through our Network Monitoring Center. Our state-of-the-art monitoring capabilities allow us to resolve most network problems without interruption to or detection by our customers.
- **Savings** – A Broadview Voice T1 or PRI connection supplies you with up to 24 voice lines at a lower cost than purchasing individual lines from your local provider and saves you money compared to our T1 or PRI options.**
- **Flexibility** – Meet all your voice service needs with provisioning that allows for multiple trunk groups – DOD, DDCO, DID, and DID/DOD – wide variety of call types, including local, regional, long distance, international, N11, E911 (where available), originating 8XX, 1010XXX calling, and 0 access to the local operator.
- **Convenience** – From Broadview Voice T1 to PRI to web hosting to data networking, Broadview Networks can supply you with all the communications services your business needs.

**Broadview Voice T1 service is available to business customers only. In order to obtain Broadview Voice T1 service, the business must switch its local, regional and long distance services to Broadview Networks and sign a one- or three-year contract for voice services.*

*** One-time installation charges apply for Broadview Voice T1 service and will appear on the customer's Broadview Networks bill.*

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What makes Broadview unique!

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Broadspeed Integrated

Announcing a new level of flexibility, simplicity and speed.

...into the full power of communications with *Broadspeed*[®] *Integrated Access Solutions*. Using a single connection, Broadview networks meets all your needs for local, regional, long distance and high-speed Internet access in one cost-efficient package.

Broadspeed Dynamic IP

Our Broadspeed Dynamic IP package dynamically allocates your voice and high-speed IP access on a single Dedicated facility - maximizing efficiency and minimizing cost.

With options to add MPLS for your **Private IP VPN** applications and minutes of use allowance plans or measured-rate calling plans, Broadspeed Dynamic IP delivers the ultimate in flexibility and savings for your business.

Click here to learn more.

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Voice Plans

Broadview Networks ClearPak

Calling plan designed to fit the needs of your growing business. ClearPak is available with measured rate and unlimited calling options that combine Local, Regional Toll and Long Distance usage to match your business calling patterns and fit your budget.

Interested?

If you are a Broadview Networks customer or might be interested in becoming one, [click here](#) to email us about taking advantage of one of this great offer. If you're an existing customer, please provide us with your Billing Telephone Number or Account Number in the email. Or if you wish, you can call us at 1-800-BROADVIEW (1-800-276-2384).

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Local & Regional

Save on Local and Regional Calling

- **Local Phone Service** - Start saving on local calls, and simplify by consolidating all your calling through one carrier.
- **Local Phone Service** - Start saving on local calls, and simplify by consolidating all your calling through one carrier.
- **Regional Phone Service** - Low rates on calls within your state, but beyond your local calling area.
- **competitive prices** - Save on calls to customers, vendors and associates anywhere in your state.
- **One easy consolidated bill** - Easy to manage. Even pay electronically.

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Long Distance

Save on Domestic and International Long Distance Calling

Lower rates - Save on most domestic out-of-state calls, even compared with big-company "discount" plans.

Market-leading low rates on international calls - Your choice: no-fee or low-fee international plans.

- **Direct Dialing** - Easy, with no extra numbers to dial, no gimmicks, no games.
- **Savings** - Six-second rounding on long distance calls - including international calls.

■ Voice over IP Solutions

■ Data & High-Speed Internet

■ FrontLine Managed Security

■ Voice Solutions

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International

Broadview Networks International Cents Long Distance Plan

Announcing the Broadview Networks *International Cents* long distance calling plan for your business. This plan provides you with at new rates to the most popular countries around the world, all for a low \$5 per month fee. But you have to sign up for the plan to take advantage of these rates. Speak to your Account Executive, or call 1-800-BROADVIEW to sign up.

By signing up for the *International Cents* plan, you'll experience some of the best rates your business can receive from any provider. How good? If you're a Broadview Networks customer, we'll demonstrate it for you. Just log in to the e-Care Center and we'll show you a comparison of Broadview Networks *International Cents* compared to the rates you'd receive from other companies. To log in to the e-Care Center, [click here](#).

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Conferencing

Efficient, convenient conference calling for your business

Broadview Networks Assembly Conferencing enables you to invite participants from different locations to dial into one conference number. No reservations are required - With available web conferencing, you can share Power Point presentations from your desktop.

Use Assembly Conferencing for:

- » Sales Presentations
- » Training and e-Learning Programs
- » Marketing Seminars
- » Product Launches
- » Departmental Meetings
- » Company Announcements
- » Collaboration and Project Management

Additional Features and Benefits

- » No monthly fee – pay only for the services that you use
- » Efficient, easy way to gather business associates and employees wherever they are located
- » Reservationless, on-demand set-up
- » Avoid costly travel expenses
- » Reduce scheduling conflicts
- » High quality voice connections
- » Operator Support available

Assembly Conference also allows for:

- » Archive and Playback
- » Question and Answer
- » Conferencing transcription
- » Polling
- » Sub-conferencing
- » Conference reporting

Interested in learning more?

For more information, contact your Account Executive, call us at 1-800 BROADVIEW (1-800-276-2384) or click on the Contact us tab at the top of this page.

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Calling Services & Features

Easier with One Company for All Your Calling Needs

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- **Calling Cards** - Enjoy Broadview Networks convenience and service while travelling. Calls appear on your regular monthly bill.
- **Call Blocking** - Restrict outbound calls so your phone can't be used for dial-around telephone services.
- **Call Forwarding** - When you won't be home, have calls automatically forwarded to the number where you can be reached.
- **Call Return** - If you hate missing a call because you didn't pick up in time, just dial a couple of digits to return the call and see who you missed.
- **Call Waiting** - When you're on a call, a signal tells you when another caller is trying to reach you. Put the first caller on hold, take the call and then return to your first call.
- **Caller ID With All The Options** - Find out who's calling before you pick up the phone. Lots of options make this a very essential feature.
- **Ring Identification** - Give an individual at your location a personal phone number, without adding a second line. The number gives a different ring on your regular phone so the right person can pick up.
- **Speed Dialing** - Easier than dialing 10 or more digits. Program commonly called numbers into our easy-to-use system. Then dial with just a couple of digits.
- **Three-Way Calling** - Connect with two other callers for a three-way conversation. Bring together colleagues, family members and friends. A real time saver.
- **Toll-Free Services** - Make sure that your customers, business associates, family members and friends can call from anywhere in the United States. Economical rates.
- **Voice Mail** - Accepts and stores voice messages even when you're talking on the phone.
- **Wire Maintenance** - Protect your service with our convenient maintenance plan. Offers great savings over competitors' programs.



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The Informed View.

**That's the
Strategic View!**

Hardware & Phone Systems

When you are contemplating a business move, want to replace your dated system, utilize new technology, or are interested in upgrading your current equipment, speak with the experts at Broadview Networks. We can custom-tailor a total solution for you.

NORTEL

Advantage Partner

- Voice over IP Solutions
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- FrontLine Managed Security
- Voice Solutions

■ Phone Systems

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- Services & Network Integration
- Government Services

Broadview Networks is an Authorized Dealer of Nortel Networks™, a recognized leader in delivering innovative technology solutions to aid your business by improving employee productivity, enhancing communications, increasing service levels, and most importantly, having a positive effect on your bottom line.

Broadview Networks supports the installation and training of a range of traditional and IP based systems for businesses requiring 8 - 120 phone stations.

Why Broadview Networks?

- * Elimination of vendor meets - Broadview Networks manages and integrates the delivery of the hardware and the access. No more finger pointing.
- * One company, One bill, One point of contact - With Broadview Networks supporting all your telecommunications needs, you can focus on managing your business not managing multiple vendors.
- * Cable and wiring - Our experienced and trained technicians support all cabling types.
- * Latest technology- Support for VoIP telephones, softphones and IP Trunks. Plus Unified Messaging, Centralized Fax, and Interactive Voice Response (IVR).
- * Operational security - All BCM systems covered by an active maintenance agreement are backed-up weekly to our centralized server system (some restrictions apply).

For more information, contact your Account Executive or call us at 1-800 BROADVIEW (1-800-276-2384)



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Solutions Group - PBX Contract Information

Active Maintenance Agreement customers

PBX systems sold by Broadview Networks include our one-year maintenance agreement that covers parts and labor in the event of item failure. Adds, moves or changes are billed at our current or rate as detailed in the section "Service Charges". Every contract is customized for the customer that purchases the equipment, however all of our maintenance agreements specifically exclude the following causes of system failures:

- Voice over IP Solutions
- Data & High-Speed Internet
- FrontLine Managed Security
- Voice Solutions
- Phone Systems

-Contract Information

- Services & Network Integration
- Government Services

- a.** equipment, including products, components, and other items, not listed on Appendix "A;"
- b.** consumable items such as batteries, filters, tapes, ribbons, toner, cartridges, bulbs, headsets, coil cords, and station wires;
- c.** damages or failures resulting from unauthorized repairs, maintenance, additions, deletions or changes to the Equipment or it's software (actual or attempted), unauthorized coupling of the Equipment to any other equipment (actual or attempted), or unauthorized relocation of the Equipment (actual or attempted);
- d.** damages or failures resulting from theft or vandalism;
- e.** damages or failures resulting from failure of external components such as cabinets, frames, shelves, racks, or mounting hardware;
- f.** damage or failures caused by conditions beyond Broadview's control such as inadequate plumbing, wiring, or power supply, power loss or surge, rust, corrosion, infestation, negligence, abuse, misuse, acts of God (including, without limitation, fire, floods, earthquakes, hail, lightning strike damage or windstorm), prior failure to follow manufacturers' recommended maintenance, improper installation by the Customer or another person, leaking batteries, defective or improper software, transportation; or
- g.** repairs or replacement necessitated by defects that existed prior to the Effective Date, including, but not limited to, repairs or replacement of hardware, software and firmware, as well as all other electronic equipment or components, resulting from the failure or inability of the Equipment to correctly recognize, process, interpret, distinguish, or accept date data related to the century change or data field recognition of a century change prior to, during or after calendar year 2000 A.D.

A full version of the included maintenance agreement may be downloaded by [clicking here](#).

Service Charges

Our labor charges as of January 1, 2009 for non-covered service on a system that has an active maintenance agreement is as follows:

First Hour: \$165.00 Each additional hour: \$110.00 per hour

All labor charges are invoiced in ½ hour increments past the first hour charge. There is a one-hour minimum charge on any technical service dispatch. Any dispatch request for a covered service that is not confirmed by a technician may become a billable charge subject to review.

Active customers with an expired Maintenance Agreement

Broadview Networks will service customers that have been previously installed by us and/or covered by a previous maintenance agreement. This is a policy extension of our maintenance agreement and is subject to Broadview Networks approval and current request queue. Customer must be in good standing with Broadview Networks and not subject to any

outstanding collection actions. All service provided are subject to "best effort" response and resolution - there are no response time guarantees. Any response in process may be delayed by a covered customer's request for service. Under no circumstance is any dispatch under this policy extension covered by any warranty unless the dispatch is a repeat dispatch to correct a previously paid-for service.

Service Charges

Our labor charges as of January 1, 2009 for non-covered service on a system that has an active maintenance agreement is as follows:

First Hour: \$330.00 Each additional hour: \$220.00 per hour

All labor charges are invoiced in ½ hour increments past the first hour charge. There is a one-hour minimum charge on any technical service dispatch.

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Professional Services and Network Integration

As technology leaders, every network design starts with an understanding of our customer's priorities for mobility, productivity and security. Broadview Networks dedicated Professional Services engineers explore, design and configure solutions built for the specific needs of your business.

- ☒ Voice over IP Solutions
- ☒ Data & High-Speed Internet
- ☒ FrontLine Managed Security
- ☒ Voice Solutions
- ☒ Phone Systems
- ☒ **Services & Network Integration**
- ☒ Government Services

LAN/WAN/Security Wireless LAN

- Local and Wide Area Networking (LAN/WAN)
- Advanced Network Services - QoS
- Implementation; Traffic Engineering
- Firewall, VPN, Intrusion Protection, and Content Security

Microsoft Networking and Data Center Solutions

- Racking, Power Protection and KVM Systems
- Microsoft and Linux Server Solutions
- System Upgrades and Migrations
- Network File and Print Service
- Microsoft Exchange and Web Access Solutions
- Server Virtualization
- Back-up, Data Replication, and Application Load-Balancing Solutions
- Data Center Redundancy, Replication, and Application Load-Balancing
- Installation, Service, and Support

Professional Services

- Network Analysis, Root Cause, and Discovery
- VoIP Readiness, Analysis, and Troubleshooting
- Network Auditing and Asset Analysis
- WLAN Survey and Readiness
- Design, Documentation, and Planning
- Remote and On-Site Engineering Support

Contact us or request a quote today to have the Broadview Networks Professional Services team deliver a custom solution for your business.

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Government Services

In the past 12 years Broadview Networks has designed and deployed a variety of voice, data and infrastructure solutions for hundreds of Education, Healthcare and Government customers under names InfoHighway Communications and ARC.

... are New York State certified and pride ourselves in taking a personalized approach towards meeting your specific need, while at the same time being mindful of your budgetary constraints.

Broadview Networks offers a full portfolio of products backed by leading edge technology, best-in-class billing and superior customer service - to help keep your network efficiency high and your costs low!

- Voice over IP Solutions
- Data & High-Speed Internet
- FrontLine Managed Security
- Voice Solutions
- Phone Systems
- Services & Network Integration
- **Government Services**

- A \$500 Million leading total solutions provider offering voice, data, Internet and IP based services as well as premium quality hardware.
- Headquartered in New York, serving over 70,000 business customers in the Northeast and Mid-Atlantic U.S.
- Listed among Crain's Magazine List of Top 200 Largest Privately Held Companies in New York for the past three consecutive years

Please [click here](#) to contact one of our government services specialists.

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EXHIBIT G

Text of Notice to Certificated Providers
And Service List of Notice

**BEFORE THE
SOUTH DAKOTA PUBLIC UTILITIES COMMISSION**

Application of _____)
)
Broadview Networks, Inc.)
) Docket No. _____
For a Certificate of Authority for Local)
Exchange and Interexchange Telecommunications)
Services Within The State of South Dakota)

**NOTICE OF APPLICATION FOR
CERTIFICATE OF AUTHORITY**

NOTICE IS HEREBY GIVEN that Broadview Networks, Inc., has filed an Application, pursuant to SDCL 49-31 and Chapters 20:10:32:02 and 20:10:24:02 of the Telecommunications Services Rules of the South Dakota Public Utilities Commission, for authority to provide competitive local exchange services on a facilities-based, UNE-based and/or resold basis and interexchange telecommunications services within the State of South Dakota. At this time, Broadview does not seek to provide service in any small incumbent Local Exchange Carrier exchange area (an area served by an ILEC with less than 10,000 access lines).

NOTICE IS FURTHER GIVEN that any person desiring to seek intervention status with respect to this Application should contact the South Dakota Public Utilities Commission at 500 E. Capital Avenue, Pierre, SD 57501-5070, (605) 773-3201.

NOTICE IS FURTHER GIVEN that all interested persons may appear and be heard, and the Commission shall, after hearing and taking evidence, issue such orders and grant such relief as it deems fair, reasonable, necessary, proper and lawful. For further information concerning this Application, contact Catherine M. Hannan, Regulatory Counsel, Broadview Networks, Inc., 800 Westchester Avenue, Suite N-501, Rye Brook, NY 10573, (240) 461-0412.

@link Networks, Inc.
Mary Jo Grant, Regulatory Compliance Administrator
20825 Swenson Drive, Suite 150
Waukesha WI 53186

321 Communications, Inc.
23110 State Road 54, No. 307
Lutz FL 33549

Access Point, Inc.
1100 Crescent Green, Suite 109
Cary NC 27518

CAN Communications Services, Inc.
Daniel F. Gonos, Senior Regulatory Analyst
32991 Hamilton Court
Farmington Hills MI 48334

Alticom, Inc.
James Cornblatt, Director of Regulatory Affairs
60 Glacier Drive, #300
Westwood MA 02090-1818

AT&T Communications of the Midwest, Inc.
Wauneta Brown
11425 W 146th Street
Olathe KS 66062

American Fiber Network, Inc. d/b/a AFN, Inc.
Robert E. Heath, EVP
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Overland Park KS 66210

Aventure Communications Technology, LLC
Doug Furlich, General Manager
401 Douglas Street, Suite 406
Sioux City IA 51101

Avera Communication, LLC
Jason Wulf, Financial Analyst
3900 W. Avera Drive, Suite 300
Sioux Falls SD 57108

Bandwidth.com CLEC, LLC
Kade Ross, Executive Vice President
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Cary NC 27513

BEK Communications Cooperative
200 East Broadway, P. O. Box 230
Steele ND 58482-0230

BellSouth Long Distance, Inc. d/b/a AT&T Long
Distance Services
Mario L. Soto, President
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Maitland FL 32751

BLC Management LLC d/b/a Angles Communication
Solution
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Arlington, TN 38002

Broadvox-CLEC, LLC
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Cleveland OH 44115

BT Communications Sales LLC
Linda Cicco, Regulatory Compliance Manager
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Reston VA 20191

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David S. Clark, President
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Harriet Brunner, Tax Manager
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Tempe AZ 85282

DakotaComm, LLC
Paul Bergmann, President
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Jefferson SD 57038-0128

DIECA Communications d/b/a Covad
Communications Company
Lael Atkinson
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Austin TX 78731

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EnTelegent Solutions, Inc.
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FiberComm, L.C.
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Sioux City IA 51101-2019

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Joanne Solid
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Houston TX 77027

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Robert T. Hale, Jr., President
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Quincy MA 02171

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Billings MT 59101

HickoryTech Long Distance
Bill VanderSluis, Director of Regulatory Affairs
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Mankato MN 56001

Hypercube Telecom, LLC f/n/a KMC Data, LLC
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IDT America Corp.
Carl Wolf Billek, Associate General Counsel
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Newark NJ 07102-3111

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Chicago IL 60606

Integra Telecom of South Dakota, Inc.
Carol Wirsbinski, Sr. Vice President Government Affairs
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Bloomington MN 55435

Ionex Communications North, Inc. d/b/a Birch
Communications
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Kansas City MO 64108-2415

Kentucky Data Link, Inc.
Anthony D. Gillette
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Overland Park KS 66214

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Black Hills, LLC
Kathryn E. Ford, Director of Legal Affairs
1241 O.G. Skinner Drive
West Point GA 31833

Knology of the Plains, Inc. f/k/a PrairieWave
Telecommunications, Inc.
Kathryn E. Ford, Director of Legal Affairs
1241 O.G. Skinner Drive
West Point GA 31833

Level 3 Communications, LLC
Tax Department
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Coudersport PA 16915

Long Lines Metro f/k/a CommChoice, LLC
Jill Thornton
P O Box 7
Sergeant Buff IA 51054-0067

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Technologies
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Dallas TX 75230

MCC Telephony of the Midwest, Inc. dba Mediacom
Calvin Craib, President
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Middletown NY 10941

MCImetro Access Transmission Services, LLC
d/b/a Verizon Access Transmission Services
Randee Klindworth, Tariff Administrator
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Vienna VA 22182

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Alan Bolduc, Vice President
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Wallingford CT 06942-5912

McLeod USA Telecommunications Services, Inc.
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Midstate Telecom, Inc.
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Kimball SD 57355

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Norlight Telecommunications, Inc.
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Northern Valley Communications, LLC
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Groton SD 57445

NOS Communications, Inc. d/b/a International Plus
d/b/a 011 Communications, d/b/a Internet Business Association,
d/b/a Ivantage Network Solutions, and d/b/a Blueridge
Telecom Systems
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Richard A. Jalkut, President & CEO
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Leo A. Wrobel, President and CEO
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Vanco Direct USA, LLC
Ted Rafetto, CEO/Manager
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Chicago IL 60606-5863

Wyoming Financial Lenders d/b/a Guaranteed
Phone Service
Richard Horner, Vice President
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XO Network Services, Inc. d/b/a XO LDS
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