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ROBERT K. ANGSTEAD
MARK W. COMLEY
CATHLEEN A. MARTIN
STEPHEN G. NEWMAN
JOHN A. RUTH
ALICIA EMBLEY TURNER

April 17, 2002

The Honorable Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102-0360

Re: BROADVIEW NP ACQUISITION CORP., D/B/A BROADVIEW NET PLUS
Interexchange Application

Dear Judge Roberts:

Enclosed for filing please find the original and eight copies of an Application for Certificate of Service Authority and for Competitive Classification of Broadview NP Acquisition Corp., d/b/a Broadview Net Plus. Attached to the application as Exhibit D are the Company's financial statements filed under seal and marked highly confidential, along with the original and eight copies of a Motion for Protective Order.

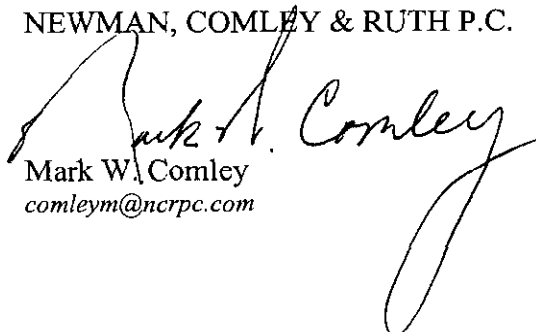
Finally, I enclose the original and eight copies of a Motion for Expedited Treatment.

Please contact me if you have any questions concerning this filing. Thank you.

Very truly yours,

NEWMAN, COMLEY & RUTH P.C.

By:


Mark W. Comley
comleym@ncrpc.com

MWC:ab

Enclosure

cc: Office of Public Counsel
General Counsel's Office
Katherine E. Barker
Erin Weber Emmott

**Before the
MISSOURI PUBLIC SERVICE COMMISSION**

Application of)
)
BROADVIEW NP ACQUISITION CORP.) Case No. _____
D/B/A BROADVIEW NET PLUS)
)
for a Certificate of Service Authority to Provide)
Competitive Intrastate Interexchange)
Telecommunications Services)

**APPLICATION FOR CERTIFICATE OF SERVICE AUTHORITY AND
FOR COMPETITIVE CLASSIFICATION OF
BROADVIEW NP ACQUISITION CORP. D/B/A BROADVIEW NET PLUS**

Comes now Broadview NP Acquisition Corp. d/b/a Broadview Net Plus (“BNP” or “Applicant” or “Company”) by its undersigned counsel, and applies pursuant to §§392.430 and 392.440, RSMo. 2000 for a certificate of service authority to provide intrastate interexchange telecommunications services throughout the State of Missouri in all areas in which the Commission has approved the competition of interexchange and private line services. Additionally, pursuant to §§ 392.361 and 392.420, RSMo. 2000, BNP requests that the company and said services be classified as competitive and that the Commission waive certain statutes and regulations. In support of its Application, BNP provides the following information: :

I. *The Applicant*

1. BNP is a privately held corporation formed under the laws of Delaware. BNP’s federal taxpayer ID number is 51-0402734. The Company’s principal offices are located at 59 Maiden Lane, 27th Floor, New York, New York, 10038. A copy of BNP’s Articles of Incorporation is attached as *Exhibit A*.

2. BNP is in the process of obtaining authorization to transact business in the State of Missouri. A copy of the Company's Certificate of Authority to Transact Business in the State of Missouri, and its Registration of Fictitious Name will be late filed collectively as *Exhibit B*. The Company's registered agent for service of process in the State of Missouri will be:

CSC Lawyers Incorporation Service Company
221 Bolivar Street
Jefferson City, MO 65101

3. The following individuals serve as Officers of BNP.

Vern M. Kennedy	President and CEO
Joel D. Gross	CFO and Executive Vice President
Terrence J. Anderson	Executive Vice President, Finance
Kenneth A. Shulman	Chief Technology Officer and Executive Vice President

All of the above-listed officers may be reached at the same address.

4. BNP is not yet providing regulated telecommunications services in any jurisdiction. BNP is in the process of acquiring the assets of Network Plus, Inc. BNP proposes to acquire the customer base of Network Plus, Inc. as well as the federal and state licenses and/or certificates authorizing its operations. The details of the asset transfer are described in a separate application which has been filed with the Commission at or about the same time as the present one.

5. BNP has not been denied authority to provide telecommunications services in any state. The Company has never been under investigation, fined or cited for violation of any consumer protection law or regulation in any state or federal jurisdiction. BNP has no pending or final unsatisfied judgments or decisions against it or its affiliates from any state or federal agency or court that involve customer services or rates. No annual report or assessment fees are overdue to the Commission from the Applicant.

II. *Designated Contacts*

6. The designated contacts for this Application are:

Mark W. Comley
NEWMAN, COMLEY & RUTH P.C.
601 Monroe Street, Suite 301
P.O. Box 537
Jefferson City, MO 65101
Telephone: (573) 634-2266
Facsimile: (573) 636-3306
E-mail: comleym@ncrpc.com

Katherine E. Barker, Esq.
The KDW Group, LLC
1200 19th St., NW #500
Washington, DC 20036
Telephone: (202) 955-9669
Facsimile: (202) 955-9792

Copies of all correspondence, notices and inquiries should also be sent to:

Ana Bataille
Broadview NP Acquisition Corp. d/b/a Broadview Net Plus
400 Horsham Road, Suite 130
Horsham, PA 19044
Telephone: (215) 293-8773
Facsimile: (215) 293-8750

Following receipt of operating authority from this Commission, Ms. Bataille will serve as the initial contact person for all tariff and regulatory issues pertaining to BNP.

III. *Proposed Services*

7. BNP proposes to provide intrastate interexchange telecommunications services throughout the State of Missouri and, therefore, seeks statewide authorization.

8. BNP seeks authority to operate as a provider of intraLATA and interLATA interexchange telecommunications services (principally resold) to the public throughout the State

of Missouri. Specifically, BNP requests authority to provide a selected range of 1+ interexchange services and data transmission services, including, but not limited to, MTS, private line, WATS, prepaid calling card, toll free, ISDN, and frame relay service products.

IV. *Qualifications of the Applicant*

9. BNP possesses the legal, technical, and financial qualifications to provide the services for which authority is requested in this Application.

10. BNP will be managed by individuals with considerable experience developing and managing the continuing operations of businesses. Information describing the key personnel responsible for BNP's services is appended as *Exhibit C*.

11. BNP is committed to providing its customers with services which excel both in quality and reliability. As a reseller, BNP will necessarily rely upon the technical quality of its underlying carrier(s); however, the Company will take all possible steps to ensure that its services meet or exceed the Commission's quality of service standards. The Company will monitor operations closely, responding promptly to any indications of service issues.

12. BNP has access to ample capital to compete effectively in the market for interexchange services in Missouri. Notably, as a reseller, BNP will not require the significant financial resources which are necessary to deploy network facilities. Moreover, the Company will expand at a measured pace, pursuant to a comprehensive strategy of smart-growth. In this manner, BNP will build aggressively upon its market successes while avoiding the financial and operational drain which results from over-extension of resources.

13. As a privately-owned company, BNP does not issue public financial statements and its ownership, strategic financial decisions and business plans are not matters of public record.

Disclosure of such information could provide competitors with valuable insight into the financial structure of BNP and its financing activities to date. Because this material represents highly confidential and proprietary information, and because the harm to BNP resulting from disclosure is real not speculative, the Company submits this information as *Exhibit D*, filed *under seal* and requests that the Commission accord it confidential status.

14. The Company does not intend to accept deposits or advanced payments nor does the Company offer prepaid services.

V. *Customer Service Policies*

15. BNP recognizes that in today's market, customer service is the cornerstone of a successful telecommunications business strategy. For this reason, BNP intends to provide its customers with a one-call resolution capability. The Company's customer service representatives (CSRs) will ensure a single point of contact for customers. Moreover, they will be accountable for resolving any customer issues which may arise, including service delivery, credit issues, network repair or billing. CSRs will have direct access to the Company's provisioning, credit analysis and billing support groups, ensuring ready availability of those personnel with the expertise to solve the most common customer service issues. BNP has not yet completed implementation of its customer service operation; however, the Company is committed to providing its customers with seamlessly integrated customer service round the clock. For immediate personal assistance, customers may call 800-260-8766.

16. Company will bill all of its end-user customers directly. BNP does not intend to utilize a billing agent in issuing bills for services rendered to end users. BNP will not use a "billing clearinghouse" or other outside entity to issue bills to its customers. All bills sent to end-user

customers will bear the company's name and provide a toll-free number for customer inquiries and complaints.

17. Applicant intends to offer its services in accord with its tariffs. The provisions of 4 CSR 240-2.060(6)(C) require that a proposed tariff with a forty-five (45) day effective date be included with this application, and Applicant wishes to comply. However, the terms and conditions of BNP's tariff have not been finalized at this time, and Applicant requests the Commission to waive the provisions of this rule. Applicant intends to supply its proposed tariffs to the Commission with at least a forty-five (45) day effective date on or before May 13, 2002. The tariff will be late filed as *Exhibit E*.

VI. Classification

18. BNP requests classification as a competitive telecommunications company within the State of Missouri. The services that it proposes to provide will be subject to sufficient competition to justify a lesser degree of regulation.

V. Requests for Waiver

19. BNP is willing to comply with all applicable Commission rules, and is willing to meet all relevant service standards, including but not limited to, billing, quality of service, and tariff filing and maintenance. However, consistent with the Commission's treatment of other certificated competitive interexchange telecommunications companies, BNP requests that the following statutes and regulations be waived for its resold interexchange service offerings, in accordance with § 392.420, RSMo. 2000 and 4 CSR 240-32.010(2):

STATUTES

Section 392.210.2	--	Uniform System of Accounts
Section 392.240(1)	--	Setting Just and Reasonable Rates
Section 392.270	--	Valuation of Property (Ratemaking)
Section 392.280	--	Depreciation Accounts
Section 392.290	--	Issuance of Securities
Section 392.300.2	--	Acquisition of Stock
Section 392.310	--	Stock and Debt Issuance
Section 392.320	--	Stock Dividend Payment
Section 392.330	--	Issuance of Securities, Debts and Notes
Section 392.340	--	Reorganization(s)

RULES

4 CSR 240-10.020	--	Income on Depreciation Fund Investments
4 CSR 240-30.010(2)(C)	--	Posting of Exchange Rates at Central Operating Offices
4 CSR 240-30.040	--	Uniform System of Accounts
4 CSR 240-33.030	--	Informing Customers of Lowest Priced Services
4 CSR 240-35	--	Bypass

20. The above-referenced rules and statutory provisions, or their predecessor sections, have been waived with regard to other interexchange carriers and competitive local exchange companies. These rules or statutory provisions are principally designed to apply to non-competitive telecommunications carriers. As a result, it would be inconsistent with the goal and purpose of Section 392.530 to apply them to a competitive telecommunications carrier such as Applicant, and, for this reason, BNP respectfully requests that the Commission waive the application of these rules to BNP

21. BNP will comply fully with all applicable Commission rules except those that are specifically waived by the Commission pursuant to the Applicant's request herein or are preempted either by the FCC or under federal statute.

22. BNP will not unjustly discriminate among its subscribers, as prohibited by Section 392.200, RSMo.

VIII. *Public Interest Considerations*

23. BNP's entry into the Missouri market for telecommunications services will serve the public interest. The Company will offer high quality, innovative services to its customers in Missouri at competitive rates. Consequently, BNP's presence will contribute to competition in the market for telecommunications services in Missouri. Over time, this growth of competition will lead to improved service offerings at increasingly competitive prices to the benefit of a broad range of consumers in Missouri.

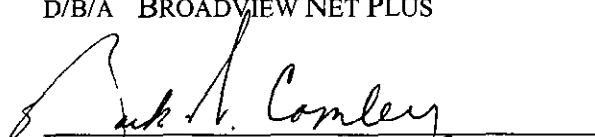
24. BNP will comply with the Federal Communications Commission's current and future anti-slamming provisions, 47 C.F.R. §§64.1100-150, as well as any regulations set forth by this Commission.

WHEREFORE, BNP respectfully requests that the Commission grant it a certificate of service authority to provide interexchange telecommunication services in Missouri. BNP also requests that its services be classified as competitive services and that it be classified as a competitive telecommunications company in Missouri. Finally, BNP requests that the Commission grant waivers of the aforementioned rules and statutory provisions.

Respectfully submitted,

BROADVIEW NP ACQUISITION CORP.
D/B/A BROADVIEW NET PLUS

By:



Mark W. Comley #28847
NEWMAN, COMLEY & RUTH P.C.
601 Monroe Street, Suite 101
P.O. Box 537
Jefferson City, MO 65102
Telephone: (573) 634-2266
Facsimile: (573) 636-3306

Katherine E. Barker, Esq.
THE KDW GROUP, LLC
1200 19th St., NW #500
Washington, DC 20036

Its Attorneys

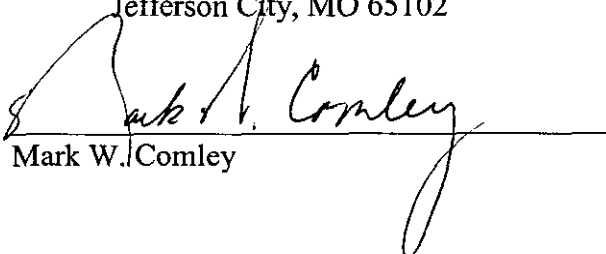
Dated: April 18, 2002

Certificate of Service

I hereby certify that on this 18th day of April, 2002, a copy of this document has been hand delivered or mailed by first class mail, postage prepaid, to:

Office of Public Counsel
P.O. Box 7800
Jefferson City, MO 65102-7800

Office of General Counsel
P.O. Box 360
Jefferson City, MO 65102

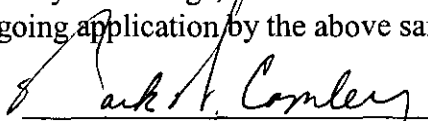


Mark W. Comley

VERIFICATION

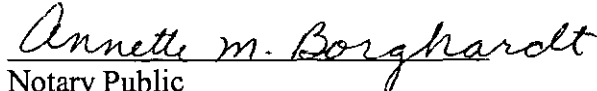
STATE OF MISSOURI)
) ss.
COUNTY OF COLE)

I, Mark W. Comley, being first duly sworn, do hereby certify, depose and state that I am the attorney for BROADVIEW NP ACQUISITION CORP. D/B/A BROADVIEW NET PLUS, Applicant in the above captioned proceeding; that I have read the above and foregoing Application and the allegations therein contained are true and correct to the best of my knowledge, information and belief; and I further state that I am authorized to verify the foregoing application by the above said applicant.



Mark W. Comley

Subscribed and sworn to before me, a Notary Public, this 18th day of April, 2002.



Notary Public

My Commission expires:

3-11-06

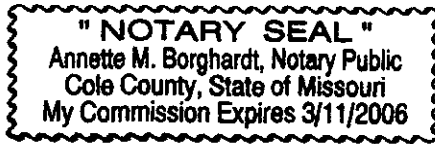


EXHIBIT A
ARTICLES OF INCORPORATION

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 09/05/2000
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CERTIFICATE OF INCORPORATION

OF

BROADVIEW NETWORKS FUNDING, INC.

The undersigned, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the General Corporation Law of the State of Delaware (the "GCL") does hereby certify that:

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

SECOND: The address of the Corporation's registered office in the State of Delaware, including street, number, city and county, is c/o The Corporation Trust Company, 1209 Orange Street, in the city of Wilmington, County of New Castle, 19801. The name of the Corporation's registered agent in the State of Delaware at such address is The Corporation Trust Company.

THIRD: The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the GCL.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is one thousand (1,000) shares of Common Stock, par value \$.01 per share (the "Common Stock").

FIFTH:

(a) Stockholder Meetings; Keeping of Books and Records. Meetings of stockholders may be held within or outside the State of Delaware as the By-laws may provide. The books of the Corporation may be kept (subject to any provision contained in the GCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-laws of the Corporation.

(b) Special Stockholders Meetings. Special meetings of the stockholders, for any purpose or purposes, unless otherwise proscribed by law, may be called by the President or the Chairman of the Board, if one is elected, and shall be called by the Secretary at the direction of a majority of the Board of Directors, or at the request in writing of shareholders owning a majority in amount of the Common Stock of the Company issued and outstanding and entitled to vote.

(c) No Written Ballot. Elections of directors need not be by written ballot unless the By-laws of the Corporation shall so provide.

SIXTH: The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors. In further definition, limitation and regulation of the powers of the Corporation and of its directors and of its stockholders, as the case may be, it is further provided:

(a) The directors shall have the power, subject to the terms and conditions of the By-laws of Corporation, to make, adopt, alter, amend, change, add to or repeal the By-laws of the Corporation.

(b) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the GCL, this Certificate of Incorporation, and any By-laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

SEVENTH:

(a) Limits on Director Liability. The personal liability of directors of the Corporation is hereby eliminated to the fullest extent permitted by the provisions of the GCL. If the GCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then by virtue of this Article SEVENTH the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the GCL, as so amended.

(b) Indemnification.

(1) The Corporation shall indemnify, in accordance with the By-laws of the Corporation and to the fullest extent permitted from time to time by the GCL or any other applicable laws as presently or hereafter in effect, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including, without limitation, an action by or in the right of the Corporation, by reason of his acting as a director or officer of the Corporation (and the Corporation, in the discretion of the Board of Directors, may so indemnify a person by reason of the fact that he is or was an employee or agent of the Corporation or is or was serving at the request of the Corporation in any other capacity for or on behalf of the Corporation) against any liability or expense actually and reasonably incurred by such person in respect thereof; provided, however, the Corporation shall be required to indemnify an officer or director in connection with an action, suit or proceeding (or part thereof)

initiated by such person only if (i) such action, suit or proceeding (or part thereof) was authorized by the Board of Directors and (ii) the indemnification does not relate to any liability arising under Section 16(b) of the Securities Exchange Act of 1934, as amended, or any rules or regulations promulgated thereunder. Such indemnification is not exclusive of any other right to indemnification provided by law or otherwise. The right to indemnification conferred by this paragraph (b) of ARTICLE SEVENTH shall be deemed to be a contract between the Corporation and each person referred to herein.

(2) If a claim under subdivision (1) of this paragraph (b) of Article SEVENTH is not paid in full by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where any undertaking required by the By-laws of the Corporation has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the GCL and subdivision (1) of this paragraph (b) of Article SEVENTH for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the GCL, nor an actual determination by the Corporation (including its Board of Directors, legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(3) Indemnification shall include payment by the Corporation of expenses in defending an action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person indemnified to repay such payment if it is ultimately determined that such person is not entitled to indemnification under this Article SEVENTH, which undertaking may be accepted without reference to the financial ability of such person to make such repayment.

(c) **Insurance.** The Corporation shall have the power (but not the obligation) to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss incurred by such person in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under this ARTICLE SEVENTH or the GCL.

(d) Other Rights. The rights and authority conferred in this ARTICLE SEVENTH shall not be exclusive of any other right which any person may otherwise have or hereafter acquire under any statute, provision of the Certificate of Incorporation, by-law, agreement, contract, vote of stockholders or disinterested directors or otherwise.

(e) Additional Indemnification. The Corporation may, by action of its Board of Directors, provide indemnification to such of the directors, officers, employees and agents of the Corporation to such extent and to such effect as the Board of Directors shall determine to be appropriate and authorized by the GCL.

(f) Effect of Amendments. Neither the amendment, change, alteration nor repeal of this ARTICLE SEVENTH, nor the adoption of any provision of this Certificate of Incorporation or the By-Laws of the Corporation, nor, to the fullest extent permitted by GCL, any modification of law, shall eliminate or reduce the effect of this ARTICLE SEVENTH or the rights or any protection afforded under this ARTICLE SEVENTH in respect of any acts or omissions occurring prior to such amendment, repeal, adoption or modification.

EIGHTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stock holders herein are granted subject to this reservation

NINTH: The Corporation elects not to be governed by Section 203 of the GCL.

IN WITNESS WHEREOF, the Incorporator has caused this Certificate of Incorporation
to be signed as of September 5, 2000.



Edward A. Davis
Sole Incorporator
Mayer, Brown & Platt
1675 Broadway
New York, NY 10019

10/13/2011 09:50:17 AM R 99549948

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** TOTAL FEE \$6 **
TOTAL F.06

**CERTIFICATE OF AMENDMENT
BEFORE THE ISSUANCE OF STOCK
TO THE
CERTIFICATE OF INCORPORATION
OF
BROADVIEW NETWORKS FUNDING, INC.
(Pursuant to Section 241)**

The undersigned, being the Sole Incorporator of Broadview Networks Funding, Inc., a Delaware corporation (the "Corporation"), hereby certifies on behalf of the Corporation as follows:

1. The name of the Corporation is Broadview Networks Funding, Inc. The Corporation's Certificate of Incorporation was originally filed with the Secretary of State of the State of Delaware on September 5, 2000 (the "Certificate of Incorporation").

2. The Corporation has not yet received any payment for any of its stock and this Certificate has been duly authorized in accordance with Section 241 of the General Corporation Law of the State of Delaware.

3. The Certificate of Incorporation is hereby amended by deleting ARTICLE FIRST in its entirety and replacing it with the following:

FIRST: The name of the Corporation is Broadview NP Acquisition Corp.

IN WITNESS WHEREOF, this Certificate has been duly executed by the Sole Incorporator of the Corporation as of the 5th day of March, 2002.

By: 

Edward A. Davis
Sole Incorporator
Mayer, Brown, Rowe & Maw
1675 Broadway
New York, NY 10019

11063436

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 05:00 PM 03/05/2002
020150398 - 3283772

TOTAL P.02

EXHIBIT B

CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS

(TO BE LATE-FILED)

EXHIBIT C

TECHNICAL & MANAGERIAL EXPERTISE

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

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

Kenneth A. Shulman serves as Chief Technology Officer and Executive Vice President. In this role, he is responsible for the architecture, technology, standards and evolution plans for the company's integrated communications networks and services. Shulman has 25 years of leadership experience in communications technology. He previously served as vice president of local network technology for AT&T, a position he assumed when AT&T acquired Teleport Communications Group (TCG) in 1998. From 1987 to 1998, Shulman held officer positions with TCG, including senior vice president and chief technology officer. Earlier, he was director of systems engineering for MCI International. Before that, Shulman specialized in network planning with Bell Communications Research (Bellcore) and Bell Laboratories. He holds a B.S. in electrical engineering from the State University of New York at Stony Brook, an M.S. in electrical engineering from the

University of Rochester, and an M.B.A. from The Wharton School. Shulman serves on advisory boards of Alidian Networks, Baker Capital, Baypackets, Kestrel Systems, Mahi Networks and Vivace Networks.

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

EXHIBIT D

FINANCIAL INFORMATION

PROPRIETARY INFORMATION

PROVIDED UNDER SEAL

EXHIBIT E

PROPOSED INTEREXCHANGE TARIFF

(To be late filed)