



November 15, 2007
Via overnight delivery

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Winter Park, FL
32790-0200
Tel: 407-740-8575
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Ms. Sharla Dillon, Docket Office
Docket and Records Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

filed electronically in docket office on 11/16/07

Docket No. 07-00258

**RE: Birch Telecom of the South, Inc.
Application for Transfer of Control**

Dear Ms. Dillon:

Enclosed are the original and one (1) copy of an Application for Transfer of Control submitted on behalf of Birch Telecom of the South, Inc.

A check in the amount of \$25.00 representing the filing fee is included with this filing.

As time is of the essence, Birch respectfully requests expeditious handling of this application.

Questions regarding this notice may be directed to my attention at (407) 740-3004 or via e-mail at rnorton@tminc.com.

To keep our records complete, please acknowledge receipt of this filing by returning, file-stamped, the extra copy of this correspondence in the self-addressed stamped envelope enclosed for this purpose.

Thank you for your assistance.

Sincerely,

Robin Norton
Consultant

RN/gs
Enclosure

cc: Chris Bunce, Birch
Sharyl Fowler, AIN
File: Birch - TN
TMS: TNi0701x

44675

TECHNOLOGIES MANAGEMENT, INC.

P.O. BOX 200
WINTER PARK, FL 32790-0200
(407) 740-8575

AMSOUTH BANK OF FLORIDA

63-466-631

11/15/2007

PAY TO THE ORDER OF: Tennessee Regulatory Authority

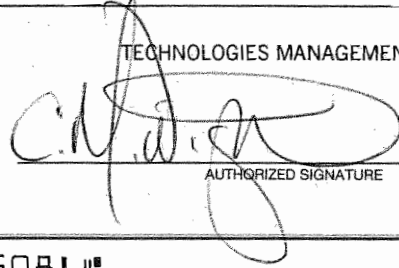
\$ **25.00

Twenty-Five and 00/100*****

DOLLARS

Tennessee Regulatory Authority
460 James Robertson Pkwy.
Nashville TN 37243

TECHNOLOGIES MANAGEMENT, INC.



AUTHORIZED SIGNATURE

MEMO

Filing fee for AIN

⑈044675⑈ ⑆063104668⑆ 3720575084⑈

TECHNOLOGIES MANAGEMENT, INC.

Tennessee Regulatory Authority
774.000 · Client reimbursement other

11/15/2007

44675

25.00

Amsouth New Operati Filing fee for AIN

25.00

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY**

Application of)	
Birch Telecom of the South, Inc.)	Case No. _____
for Authority to Transfer Control)	

APPLICATION FOR TRANSFER OF CONTROL

Pursuant to T.C.A. §65-4-113, Birch Telecom of the South, Inc. ("Birch-South" or "Applicant") hereby respectfully requests authority from the Tennessee Regulatory Authority for approval of a transfer of control stock transaction between its parent company, Birch Telecom, Inc. a Delaware corporation ("Birch" or "Seller") and Access Integrated Networks, Inc. ("AIN" or "Buyer"), a Georgia corporation. Birch, through its twenty-eight direct and indirect subsidiaries, including Birch-South, provides voice and data services to small and medium-sized business customers in twenty-six states. Following the consummation of this transaction, Birch will become a wholly-owned subsidiary of Buyer. Birch-South will continue to operate as a separate entity in Tennessee with no change to its direct ownership.

I. THE COMPANY ACQUIRING SELLER

AIN was granted its Certificate of Public Convenience and Necessity to provide competing telecommunications services in Tennessee in Docket No. 99-0064. AIN is a full service telecommunications company that also provides local exchange and long distance services to residential and small to medium sized business customers in nine states.

II. FINANCIAL, MANAGERIAL, and TECHNICAL QUALIFICATIONS

AIN is a privately held company with more than sufficient resources to ensure the successful ongoing operations of Birch and its subsidiaries. All technical aspects of the provision of reliable telecommunication services will be handled in the same manner, by the same individuals who provided the technical support for Birch-South today. This transaction will be transparent to the Customers of Birch-South as there will be no interruption of service or change in Birch-South's direct ownership, name, address, contact information, services, rates or terms and conditions of service. The Company will continue to market, brand and bill in the same name.

III. THE TRANSFER AGREEMENT

On November 1, 2007, Buyer and Seller entered into a purchase agreement ("Agreement") whereby AIN proposes to purchase all ownership interests in Birch in return for a cash payment. AIN is 100% owner of Access Merger which was organized for the purpose of merging with and into Birch. When the Transfer is consummated, Access Merger will merge out of existence and Birch will survive as a wholly owned subsidiary of AIN. Birch will continue to hold 100% of the equity, directly or indirectly, of each of its subsidiaries, including Birch-South with no change in management or corporate structure contemplated at this time. The transaction is expected to be completed in early February 2008 pending receipt of all necessary regulatory approvals.

IV. CUSTOMER IMPACT

Birch-South will remain a separate certificated company in Tennessee and will continue to provide service under its current tariff on file with the Authority. Birch-South currently serves approximately 17,700 business lines in Tennessee. The proposed acquisition will have no effect on the Applicant's name, address, contact information, services, rates or terms and conditions of service. The Applicant will continue to market, brand and bill its services in the same name.

IV. CONTACT INFORMATION

The name and address of the individual to contact regarding this filing is:

Robin Norton, Consultant
Technologies Management, Inc.
300 Maitland Center Parkway, Suite 300
Maitland, Florida 32751
Telephone: (407) 740-3004
Facsimile: (407) 740-0613
E-mail: rnorton@tminc.com

The name and address of the individual who handles regulatory affairs on behalf of Birch-South is:

Christopher Bunce, Vice President and General Counsel
Birch Telecom of the South, Inc.
2300 Main Street, Suite 600
Kansas City, Missouri 64108
Telephone: (816) 300-3322
Facsimile: (816) 300-3350
E-mail: cbunce@birch.com

With a copy to:

Angela F. Collins, Esq.
Mintz Levin Cohn Ferris Glovsky & Popeo PC
701 Pennsylvania Ave., NW
Washington, DC 20004
Telephone: (202) 434-7394
Facsimile: (202) 434-7400
e-mail: afcollins@mintz.com

The name and address of the individual who handles regulatory affairs on behalf of AIN is:

Sharyl D. Fowler
Access Integrated Networks, Inc.
4885 Riverside Drive, Suite 304
Macon, Georgia 31210
Telephone: (478) 476-1165
Facsimile: (478) 405-3112
E-mail: Sharyl.fowler@accesscomm.com

III. PUBLIC INTEREST STATEMENT

The transfer of control to AIN will serve the public interest. AIN's experience and success in the local and long distance residential and business services markets make it particularly well-qualified to expand its operations as contemplated by its acquisition of Birch. The Transfer will be transparent to Birch-South's customers and will not have an adverse effect on them. Customers will continue to enjoy the same services, rates, and quality as they do currently.

The Applicants expect that the result of this Transaction will increase competitive choice for consumers by bringing together companies that possess singular experience and strategic vision in their respective regional U.S. markets. The local and interexchange residential and business markets are highly

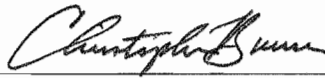
competitive, and numerous independent providers including AIN and Birch, compete against larger ILECs and RBOCs. In this respect, AIN's acquisition of and partnering with Birch will increase the ability of both companies to provide meaningful competition against larger providers through greater efficiencies and economies of scale. This increased competitive power in turn will give rise to better prices, higher service quality, and increased innovation.

WHEREFORE, for the reasons stated above, Applicant and Buyer submit that the public interest, convenience and necessity would be furthered by a grant of this Application and respectfully request that the Transfer be approved as requested herein.

VERIFICATION

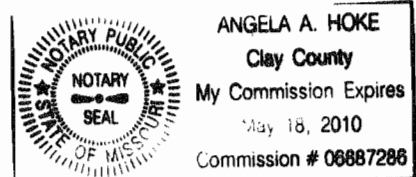
STATE OF MISSOURI
COUNTY OF JACKSON

I, Christopher Bunce, being first duly sworn, do hereby certify, depose and state that I am Vice President and General Counsel for Birch Telecom of the South, Inc. and that I am authorized to make this verification on behalf of Birch Telecom of the South, Inc.; that I have read the foregoing Application; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.



Christopher Bunce
Vice President and General Counsel
Birch Telecom of the South, Inc.

Subscribed and sworn to before me, a Notary Public, this 12th day of November 2007

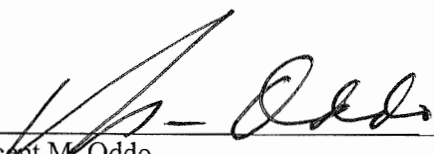

Notary Public

My Commission expires: 5/18/2010

VERIFICATION

STATE OF GEORGIA
COUNTY OF BIBB

I, Vincent M. Oddo, being first duly sworn, do hereby certify, depose and state that I am President/Chief Executive Officer for Access Integrated Networks, Inc. and that I am authorized to make this verification on behalf of Access Integrated Networks, Inc.; that I have read the foregoing Application; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.



Vincent M. Oddo
President/Chief Executive Officer
Access Integrated Networks, Inc.

Subscribed and sworn to before me, a Notary Public, this 12th day of November 2007



Notary Public



My Commission expires: 11/22/08

ATTACHMENT A

PRESS RELEASE

Access Integrated Networks to Merge with Birch Telecom

Combined Company to have 300,000 Voice & Data lines, 100,000 Small & Medium Business Customers, \$200 million in Annual Revenues & 400 Employees

Atlanta, GA & Kansas City, MO – November 1, 2007 - Access Integrated Networks, Inc. announced today that it has signed a definitive agreement to merge with Birch Telecom, Inc. The transaction is expected to close early next year after obtaining necessary government approvals. The combination will yield one of the largest competitive local exchange carriers in its multi-state region. The combined company will have more than 300,000 voice and data lines, 100,000 small and medium business customers, annual revenue of \$200 million and 400 employees.

"We look forward to combining both the Birch customers and employees into our Access family in the very near future" said Vincent M. Oddo, President and CEO of Access. "This merger is directly in line with our corporate strategy and further positions Access to grow our facilities business deeper into our existing markets and expand into selected new markets in the southwest. Many of these Birch customers are located in our existing southeastern markets where Access already offers its state of the art IP-based voice and data services. This merger also expands Access' facility-based service footprint into four additional southwestern states including, Kansas, Missouri, Oklahoma and Texas," said Mr. Oddo.

During the past 10 years, both Access and Birch have each successfully focused on transitioning from their beginnings as unbundled network element platform providers to facility-based suppliers in their respective markets serving the small and medium size business community.

"In the past two years, Birch has significantly restructured itself into a profitable and debt free company," said Stephen Dubé, President and CEO of Birch. Mr. Dubé went on to say "Access has an ambitious growth and expansion plan. Joining with Access will contribute to the achievement of that plan and expand the services and choices available to Birch's customers. We believe this combination with Access is in the best interest of our customers, employees and shareholders."

The definitive agreement requires the approval of Birch's stockholders. Birch will shortly call a stockholders meeting to approve the transaction. A majority of Birch's stockholders have signed voting agreements in which they have agreed to vote in favor of the transaction.

Financial terms of the agreement were not disclosed as both companies are privately held. However, the combination of the two companies is expected to generate substantial operating and network cost savings as more than one third of each company's revenues derive from overlapping geographic markets. Upon closing, Mr. Oddo will lead the combined company while Mr. Dubé will return to work as a principal at CXO L.L.C., a Dallas-based growth and management consulting firm. Redwood Capital Group acted as financial advisor to Access in connection with the transaction. FTI Capital Advisors advised Birch Telecom. The legal advisor for Birch on the transaction was Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. and for Access Integrated Networks was Jones Day.

About Access Integrated Networks

Access Integrated Networks Inc., headquartered in Atlanta GA, is the service provider of choice in over 1,000 communities in the southeast for a wide variety voice and data services. Access is the first in its class to deploy its own private IP network utilizing soft switch technology to deliver high quality, affordable communications services to small & medium business customers. Please visit www.accesscomm.com for more information.

About Birch Telecom

Targeting small- and mid-sized businesses, Birch Telecom serves customers in more than 161 metropolitan markets across 17 southwestern and southeastern states. Birch owns and operates an integrated voice and data network, and offers a broad portfolio of local, long distance and Internet services. Please visit www.birch.com for more information.