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December 4, 2007  
**Via Overnight Delivery**

filed electronically in docket office on 12/05/07

Ms. Sharla Dillon, Docket Office  
Docket and Records Manager  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505

RE: Petition of **Birch Telecom of the South, Inc.** for Transfer of Control  
Response to Staff Data Request No. 1 - **Docket No. 07-00258**

Dear Ms. Dillon:

Enclosed are the original and four (4) copies of the Response to Staff Data Request No. 1 submitted on behalf of Birch Telecom of the South, Inc. for the above referenced Docket number. This filing is also being submitted via e-mail to you. The information provided in Attachment 2 is being submitted separately under seal; please handle in accordance with your standard procedures for confidential material.

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.

Any questions you may have regarding this notice may be directed to me at (407) 740-3004 or via e-mail to [rnorton@tminc.com](mailto:rnorton@tminc.com). Thank you for your assistance.

Sincerely,

Robin Norton  
Consultant

RN/ks

cc: Sharyl Fowler - AIN  
file: AIN - TN  
tms: TNi0703x

**DOCKET NO. 07-00258**  
**PETITION OF BIRCH TELECOM OF THE SOUTH, INC.**  
**FOR TRANSFER OF CONTROL**

**RESPONSE TO STAFF DATA REQUEST NO. 1**

1. Have the petitioners filed similar petitions in other states? If so, provide a listing of states and action taken.

**Response:** Most states request either notification only, or have no filing requirements at all for transfers of control. Following is a list of states aside from Tennessee in which petitions for approval are pending, and the status of those filings.

Georgia	filing under review.
Minnesota	filing under review.
Mississippi	filing under review.
Texas	filing under review.

2. Have the petitioners filed similar petitions with the FCC? If so, list any action taken and the associated docket number. If a schedule to complete the review of your petition has been established by the FCC, provide such with your response.

**Response:** FCC Wireline Competition Bureau – Public Notice issued November 29, 2007; expected effective date: December 31, 2007. DN 07-270.

FCC International Bureau – Public Notice not issued as of this date.

3. Provide an organizational chart of the Birch Telecom of the South, Inc. (“Birch-South”) and Access Integrated networks, Inc. (“AIN”) before and after the transfer.

**Response:** Please see attached organizational chart (Attachment 1) of Birch Telecom, Inc. and its subsidiaries. Following the transaction, Birch Telecom will be wholly owned by AIN. Birch Telecom indirectly owns 100% of Birch Telecom of the South, Inc. No other change in organizational structure is contemplated at this time.

4. Please file a copy of the Purchase Agreement that AIN and Birch-South entered into for the transaction described in the Petition.

**Response:** The Purchase Agreement is being filed separately, under seal as Attachment 2 to this response.

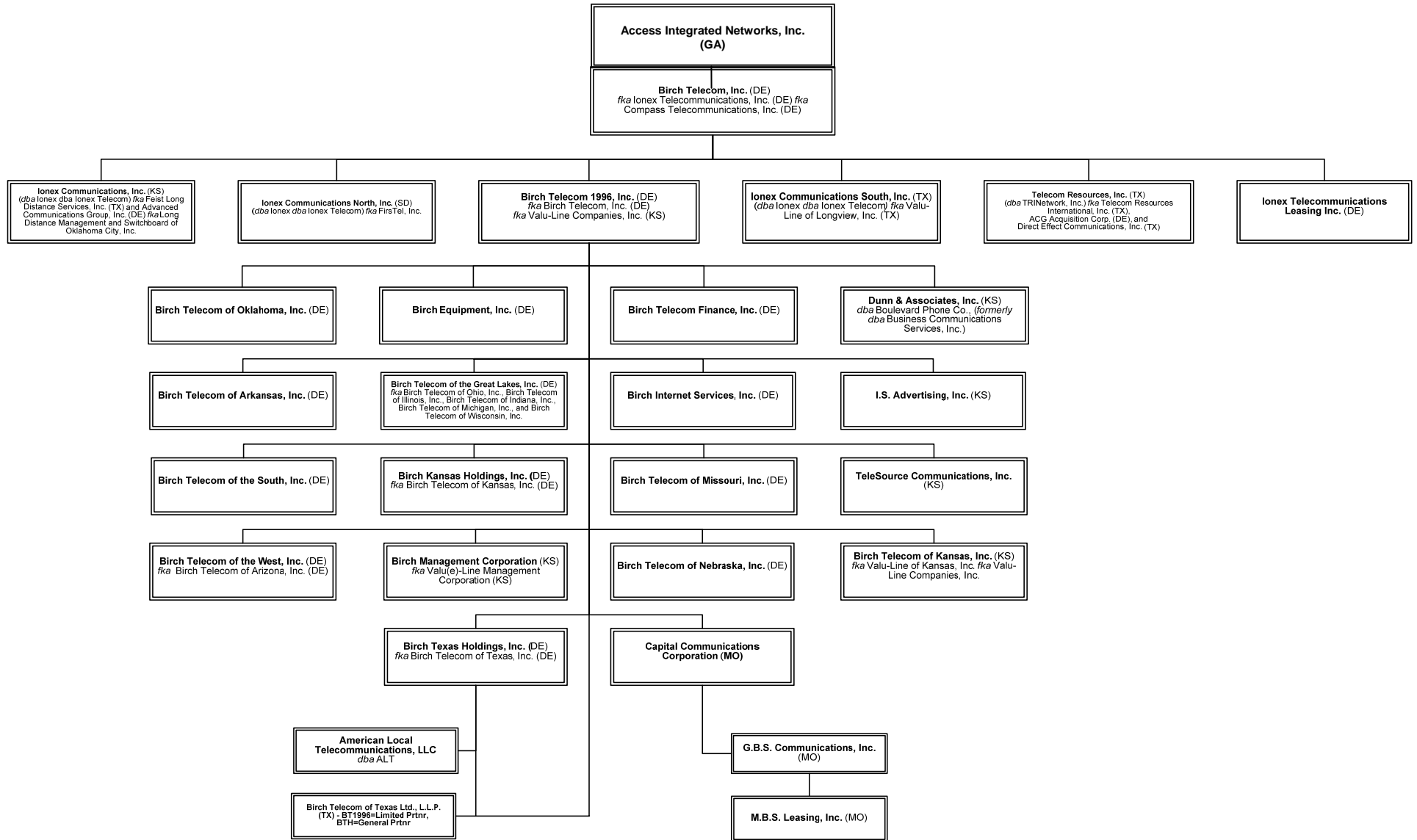
5. Provide a description of the Tennessee operations of AIN.

**Response:** AIN is a full service telecommunications company that provides local exchange and long distance services to residential and small-to-medium sized business customers in nine states. AIN received certification as a local and long distance services telecommunications provider in Tennessee pursuant to order issued November 30, 1999 in DN 99-00644.

**Attachment 1**

Organizational Chart

# Access Integrated Networks, Inc. – Birch Telecom, Inc. Post Transaction Corporate Organization



**Attachment 2**

Purchase Agreement

(Submitted separately under seal)