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June 12, 2009

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Ms. Sharla Dillon  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505

09-00074

**RE: Supplemental Information for Joint Petition of Birch Telecom of the South, Inc. d/b/a Birch Communications of the Southeast and IDS Telcom Corp. and Now Communications, Inc. for Expedited Approval of Transfer of Customer Base**

Dear Ms. Dillon:

Attached please find the original and thirteen (13) copies of supplemental information for the above-referenced petition submitted on behalf of Birch Telecom of the South, Inc. d/b/a Birch Communications of the Southeast and IDS Telcom Corp. and Now Communications, Inc. The information is being filed in response to questions raised by Carlos Black of TN Staff.

Please acknowledge receipt of this filing by date-stamping the extra copy of this cover letter and returning it to me in the self-addressed, stamped envelope provided for that purpose. Any questions you may have regarding this filing may be directed to my attention at (407) 740-3006 or via e-mail at [croesel@tminc.com](mailto:croesel@tminc.com).

Sincerely,

A handwritten signature in black ink, appearing to be "C. Roesel".

Carey Roesel, Consultant to  
Birch Telecom of the South, Inc. d/b/a Birch Communications

CR/gs  
Enclosures

cc: Sharyl Fowler - Birch  
cc: Randall P. Muench - Cleartel, NOW, IDS  
file: Birch - TN Local  
tms: TNx0901c

**BEFORE THE TENNESSEE REGULATORY AUTHORITY**

Joint Petition of	)	
<b>Birch Telecom of the South, Inc.</b>	)	
<b>d/b/a Birch Communications of the Southeast</b>	)	TRA Docket No. 09-00074
and	)	
<b>IDS Telcom Corp. and</b>	)	
<b>Now Communications, Inc.</b>	)	
For Approval of a Customer Base Transfer	)	

**SUPPLEMENTAL INFORMATION IN CONNECTION WITH THE  
JOINT PETITION OF BIRCH TELECOM OF THE SOUTH, INC.  
d/b/a BIRCH COMMUNICATIONS  
AND  
IDS TELCOM CORP.  
NOW COMMUNICATIONS, INC.  
FOR EXPEDITED APPROVAL OF  
A CUSTOMER BASE TRANSFER**

In response to questions raised by Carlos Black, the above-referenced companies offer the attached supplemental information.

- Page 1 of the petition was apparently missing from the copy TN Staff reviewed. That page is included as Attachment 1. To further clarify information provided on that page, 95 prepaid customers belong to NOW, and the 160 business and 32 residential customers belong to IDS.

- Attachment 2 is a copy of the companies' FCC Combined Domestic and International Section 214 Applications ("214 Applications"), as requested. The 214 Applications also contain other information specifically requested by TN Staff. Exhibits A and B provide the organizational structures for the companies. Please note that a revised organizational chart was submitted for Cleartel subsequent to the initial 214 Applications. This revised chart is also attached. These charts will not change after the transaction. The companies' 214 authorizations are also included in the 214 Applications.

- Approval for the transaction is pending from the FCC (the FCC has established a streamlined pleading cycle for the Domestic 214 Application with approval expected on July 2, 2009; the companies' expect the FCC to streamline the approval of the International 214 Applications in the near future with approval expected in the same timeframe as the Domestic 214 Application) and from the appropriate regulatory agency in each of the following states: Florida, Georgia, Indiana, Louisiana, Massachusetts, Mississippi, Missouri, New Jersey, New York, North Carolina, Oklahoma, Pennsylvania, South Carolina and Tennessee. California will be filed in the near future. The parties are also providing notice of the transaction to the appropriate regulatory agency in each of the following states: Alabama, Arkansas, Illinois, Kentucky, Michigan, Texas and Wisconsin.

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*TN Joint Petition of  
Birch Telecom of the South, Inc.  
d/b/a Birch Communications  
and  
IDS Telcom Corp.  
Now Communications, Inc.  
For Approval of a Customer Based Transfer*

**Joint Petition of  
Birch Telecom of the South, Inc.  
d/b/a Birch Communications of the Southeast  
&  
IDS Telcom Corp.  
Now Communications, Inc.**

**Attachment 1**

**Page 1 of the Initial Petition**

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*TN Joint Petition of  
Birch Telecom of the South, Inc.  
d/b/a Birch Communications  
and  
IDS Telcom Corp.  
Now Communications, Inc.  
For Approval of a Customer Based Transfer*

BEFORE THE TENNESSEE REGULATORY AUTHORITY

Joint Petition of )  
Birch Telecom of the South, Inc. )  
d/b/a Birch Communications of the Southeast ) TRA Docket No. \_\_\_\_\_  
and )  
IDS Telcom Corp. and )  
Now Communications, Inc. )  
For Approval of a Customer Base Transfer )

JOINT PETITION OF BIRCH TELECOM OF THE SOUTH, INC.  
d/b/a BIRCH COMMUNICATIONS  
AND  
IDS TELCOM CORP.  
NOW COMMUNICATIONS, INC.  
FOR EXPEDITED APPROVAL OF  
A CUSTOMER BASE TRANSFER

IDS Telcom Corp. (“IDS”), Now Communications, Inc. (“NOW”) (IDS and NOW together, the “Sellers”) and Birch Telecom of the South, Inc. d/b/a Birch Communications of the Southeast (“Birch”) (IDS, NOW and Birch collectively, the “Petitioners”) respectfully request, pursuant to Rule 1220-4-2-.56 of the Tennessee Regulatory Authority (“TRA”) Rules, the TRA to approve on an expedited basis the transfer of customers from Sellers to Birch. Upon approval of this petition, the Petitioners propose to transfer approximately 160 business customers, 32 residential customers and 95 prepaid local service customers in Tennessee from Sellers to Birch.

IDS and NOW are each Delaware corporations. Sellers are wholly owned subsidiaries of Cleartel Communications, Inc. (“CCI”), a Delaware corporation and leading provider of voice and data solutions serving customers in the Northeast, Southeast, Southwest, and Midwestern United States. Sellers have principal offices at 1960 S. Congress Ave., Suite 201, Delray Beach, Florida 33445. CCI, through Sellers and its other subsidiaries, offers local, Internet and long distance services to both residential and business users in 30 states. In Tennessee, IDS and NOW hold the following authorizations:

IDS holds local exchange and interexchange authority granted in Docket No. 05-00048 .  
NOW holds local exchange and interexchange authority granted in Docket No. 03-00455.

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*TN Joint Petition of  
Birch Telecom of the South, Inc.  
d/b/a Birch Communications  
and  
IDS Telcom Corp.  
Now Communications, Inc.  
For Approval of a Customer Based Transfer*

**Joint Petition of  
Birch Telecom of the South, Inc.  
d/b/a Birch Communications of the Southeast  
&  
IDS Telcom Corp.  
Now Communications, Inc.**

**Attachment 2**

**FCC Combined Domestic and International Section 214 Application**

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*TN Joint Petition of  
Birch Telecom of the South, Inc.  
d/b/a Birch Communications  
and  
IDS Telcom Corp.  
Now Communications, Inc.  
For Approval of a Customer Based Transfer*

Please be aware that an FRN associated with the application you just filed has a delinquent debt associated with it. The delinquency must be paid before final action on the application may be taken. If the delinquency is not handled within 30 days, the application will be dismissed. To learn more about this delinquency, contact the FCC Financial Operations Helpdesk at 1-877-480-3201, or search online at [Red Light](#).

**FCC IBFS - Electronic Filing****Submission\_id :IB2009001255****Successfully filed on :May 8 2009 5:55:03:080PM**[Return to Main Menu](#)

**Remittance ID:1591396 Authorization  
Number:273795  
Successful Authorization -- Date Paid: 5/8/09  
FILE COPY ONLY!!**

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING  (1) LOCKBOX #979093	FEDERAL COMMUNICATIONS COMMISSION <b>REMITTANCE ADVICE</b> <b>FORM 159</b> PAGE NO 1 OF 1	APPROVED BY OMB 3060-059  SPECIAL USE  FCC USE ONLY
<b>SECTION A - Payer Information</b>		
(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) <b>Birch Communications, Inc.</b>		(3) TOTAL AMOUNT PAID (dollars and cents) <b>\$1015.00</b>
(4) STREET ADDRESS LINE NO. 1 <b>4885 Riverside Drive</b>		
(5) STREET ADDRESS LINE NO. 2 <b>Suite 304</b>		
(6) CITY <b>Macon</b>	(7) STATE <b>GA</b>	(8) ZIP CODE <b>31210</b>
(9) DAYTIME TELEPHONE NUMBER (INCLUDING AREA CODE) <b>478-4761165</b>		(10) COUNTRY CODE (IF NOT IN U.S.A.) <b>US</b>
<b>FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED</b>		
(11) PAYER (FRN) <b>0005044375</b>		(12) FCC USE ONLY
IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)		
(13) APPLICANT NAME <b>Birch Communications, Inc.</b>		
(14) STREET ADDRESS LINE NO. 1 <b>4885 Riverside Drive</b>		
(15) STREET ADDRESS LINE NO. 2 <b>Suite 304</b>		
(16) CITY <b>Macon</b>	(17) STATE <b>GA</b>	(18) ZIP CODE <b>31210-</b>
(19) DAYTIME TELEPHONE NUMBER (INCLUDING AREA CODE) <b>478-476-1165</b>		(20) COUNTRY CODE (IF NOT IN U.S.A.) <b>US</b>
<b>FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED</b>		
(21) APPLICANT (FRN) <b>0005044375</b>		(22) FCC USE ONLY
<b>COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>		
(23A) FCC Call Sign/Other ID	(24A) Payment Type Code(PTC) <b>CUT</b>	(25A) Quantity <b>1</b>
(26A) Fee Due for (PTC) <b>\$1,015.00</b>	(27A) Total Fee <b>\$1015.00</b>	FCC Use Only
(28A) FCC CODE 1	(29A) FCC CODE 2 <b>IB2009001255</b>	
(23B) FCC Call Sign/Other ID	(24B) Payment Type Code(PTC)	(25B) Quantity
(26B) Fee Due for (PTC)	(27B) Total Fee	FCC Use Only
(28B) FCC CODE 1	(29B) FCC CODE 2	



## Electronic Form 159

### Payment Confirmation

Your transaction has been approved. For your records, please note the following:

REMITTANCE ID NUMBER :	1591396
AUTHORIZATION NUMBER :	273795
AMOUNT PAID :	\$1,015.00

[PRINT FORM 159](#)[CLOSE](#)

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#### Customer Service

[FCC Fees](#)[Web Policies / Privacy Policy](#)[FCC Home Page](#)

If you have any questions or concerns please contact your licensing system help desk.

**INTERNATIONAL SECTION 214 AUTHORIZATIONS  
FOR ASSIGNMENT OR  
TRANSFER OF CONTROL  
FCC FORM 214TC  
FOR OFFICIAL USE ONLY**

**APPLICANT INFORMATION**

Enter a description of this application to identify it on the main menu:  
Birch and Cleartel 214 transfer of Customer Base Application

**1. Legal Name of Applicant**

Name:	Birch Communications, Inc.	Phone Number:	478-476-1165
DBA Name:		Fax Number:	478-405-3112
Street:	4885 Riverside Drive Suite 304	E-Mail:	sharyl.fowler@birch.com
City:	Macon	State:	GA
Country:	USA	Zipcode:	31210 -
Attention:	Mrs Sharyl Fowler		

**2. Name of Contact Representative**

Name:	Birch Communications, Inc.	Phone Number:	478-476-1165
Company:		Fax Number:	478-405-3112
Street:	4885 Riverside Drive Suite 304	E-Mail:	sharyl.fowler@birch.com
City:	Macon	State:	GA
Country:	USA	Zipcode:	31210-
Attention:		Relationship:	

**CLASSIFICATION OF FILING**

3. Choose the button next to the classification that best describes this filing. Choose only one.

☒ a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

☐ b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

☐ c. Notification of Pro Forma Assignment of Section 214 Authority ( No fee required )

☐ d. Notification of Pro Forma Transfer of Control of Section 214 Authority ( No fee required )

Date of Consummation: **Must be completed if you select c or d.**

4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.

Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "TTC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "TTC-ASG" or "TTC-T/C" File No. in response to this question. Your response must specify one or more "TTC" File Nos. Relevant "TTC-ASG" or "TTC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.

File Number: ITC2141999072900457	File Number:	File Number:	File Number:	File Number:

5. Name of Section 214 Authorization Holder

Name: Birch Communications, Inc.

Phone Number: 478-476-1165

Fax Number: 478-405-3112

E-Mail: sharyl.fowler@birch.com

DBA Name: 4885 Riverside Drive

Suite 304

Macon

State: GA

Country: USA

Zipcode: 31210 -

Attention:

6. Name of Assignor / Transferor

Name: Cleartel Communications, Inc.

Phone Number: 561-454-5060

Fax Number: 561-454-5078

DBA Name: 1960 S, Congress Ave.

Suite 201

Delray Beach

State: FL

Country: USA

Zipcode: 33445 -

Attention: Brett P. Ferenchak	
7. Name of Assignee / Transferee	
Name: Birch Communications, Inc.	Phone Number: 478-476-1165
DBA Name:	Fax Number: 478-405-3112
Street: 4885 Riverside Drive	E-Mail: sharyl.fowler@birch.com
Suite 304	
City: Macon	State: GA
Country: USA	Zipcode: 31210 -
Attention: Mrs Sharyl Fowler	
8a. Is a fee submitted with this application?	
<input checked="" type="radio"/> If Yes, complete and attach FCC Form 159.	
If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).	
<input type="radio"/> Governmental Entity <input type="radio"/> Noncommercial educational licensee <input type="radio"/> Notification of Pro Forma (No fee required.)	
<input type="radio"/> Other (please explain):	
8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.	
Fee Classification CUT - Section 214 Authority	
9. Description (Summarize the nature of the application.)	
International 214 Transfer of Control Application	
10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".	
11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules?	
If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."	
<input checked="" type="radio"/> Yes <input type="radio"/> No	
12. Does the assignee/transferee have any interlocking directorates with a foreign carrier?	
If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."	
<input type="radio"/> Yes <input checked="" type="radio"/> No	
13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial	

assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a *pro forma* assignment or *pro forma* transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively. ☐ Yes ☒ No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true? ☐ Yes ☒ No

- (1) The Section 214 holder is a foreign carrier in that country; or
  - (2) The Section 214 holder controls a foreign carrier in that country; or
  - (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
  - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.
- If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and *any or all* countries listed in response to Question 14? See Section 63.10 of the rules. ☐ Yes ☒ No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

☒ Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

☒ No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. *If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.*

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

☒ Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future.

☒ Yes ☐ No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for *pro forma* transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).)

☒ Yes ☐ No

23. If this filing is a notification of a *pro forma* assignment or transfer of control, the undersigned certify that the assignment or transfer of control was *pro forma* and that, together with all previous *pro forma* transactions, does not result in a change in the actual controlling party.

☐ Yes ☐ No  
☒ Not a Pro Forma

24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

☒ Yes ☐ No

25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

☒ Yes ☐ No

### CERTIFICATION

26. Printed Name of Assignor / Transferor Keith Parsons	29. Printed Name of Assignee / Transferee Vincent M. Oddo
27. Title (Office Held by Person Signing) Vice President	30. Title (Office Held by Person Signing) President/CEO
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Keith Parsons	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Vincent M. Oddo
<b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT</b> <b>(U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION</b> <b>(U.S. Code, Title 47, Section 312(a)(1), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</b>	

### FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 8 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PERM, Paperwork Reduction Project (3060-0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to [PRA@fcc.gov](mailto:PRA@fcc.gov). PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember - You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0686.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

**Federal Communications Commission Applications**  
**Fri May 8 17:31:16 US/Eastern 2009**  
**Account number: 195096**

**ATTACHMENT NAME: Birch Transfer**

**DESCRIPTION: International 214 Transfer of Control Application for Birch and  
Cleartel**

**REMOTE FILENAME: L:\CAREY\Birch Communications 5104\!!BIRCH -  
CLEARTEL TRANSFER\FCC\Birch and Cleartel FCC 214 Application 5-08-09  
FINAL.pdf**

**FILE SIZE = 1309777**

**Your attachment has been received and is now being stored.  
This step may take several minutes, particularly for large attachments.**

**Please be patient.**

**Upload successfully completed.**  
**[Return to the Form.](#)**

**Federal Communications Commission Applications**  
**Fri May 8 17:32:46 US/Eastern 2009**  
**Account number: 195096**

**ATTACHMENT NAME: BTI Customer Notice**  
**DESCRIPTION: Birch Telecom, Inc. Customer Notices**  
**REMOTE FILENAME: L:\CAREY\Birch Communications 5104\!!BIRCH -**  
**CLEARTEL TRANSFER\FCC\BTI FCC Customer Notices filing 5-8-09 FINAL.pdf**  
**FILE SIZE = 683485**

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**Upload successfully completed.**  
**[Return to the Form.](#)**

**Federal Communications Commission Applications**  
**Fri May 8 17:37:12 US/Eastern 2009**  
**Account number: 195096**

**ATTACHMENT NAME: BCI Customer Notices**  
**DESCRIPTION: Birch Communications, Inc. Customer Notices**  
**REMOTE FILENAME: L:\CAREY\Birch Communications 5104\!!BIRCH -**  
**CLEARTEL TRANSFER\FCC\BCI FCC Customer Notices filing 5-8-09 FINAL.pdf**  
**FILE SIZE = 631115**

**Your attachment has been received and is now being stored.**  
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**Please be patient.**

**Upload successfully completed.**  
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2600 Maitland Center Pkwy.  
Suite 300  
Maitland, FL 32751  
P.O. Drawer 200  
Winter Park, FL  
32790-0200  
Tel: 407-740-8575  
Fax: 407-740-0613  
www.tmlnc.com

May 8, 2009  
*Via Overnight Delivery*

Ms. Marlene H. Dortch, FCC Secretary  
Federal Communications Commission  
c/o US Bank  
Lock Box 979091  
St. Louis, MO 63197-9000

**RE: In the Matter of the Joint Application of Birch Communications, Inc., Birch Telecom, Inc., Birch Telecom of the South, Inc., Birch Telecom of the West, Inc., Birch Telecom of the Great Lakes, Inc., Birch Telecom of Missouri, Inc., Birch Telecom of Oklahoma, Inc., Birch Telecom of Texas Ltd., LLP and Cleartel Communications, Inc., Cleartel Telecommunications, Inc., IDS Telecom Corp., nii communications, ltd., Now Communications, Inc., Supra Telecommunications and Information Systems, Inc., and Telecon Communications Corporation for Authority pursuant to Section 214 of the Communications Act of 1934, as Amended, to Transfer Certain Customers of an Authorized Domestic and International Carrier.**

Dear Ms. Dortch:

Enclosed for filing please find one (1) original and one (1) copy of the Petition for Transfer of Control submitted on behalf of the above-mentioned applicants, along with the required filing fee of \$1,015.00.

Questions or instructions pertaining to this transaction should be directed to my attention at (407) 740-3006 or [croesel@tmlnc.com](mailto:croesel@tmlnc.com).

Please acknowledge receipt of this filing by returning, file-stamped, the extra copy of this cover letter in the self-addressed, stamped envelope enclosed for this purpose.

Sincerely,

Carey Roesel, Consultant to  
Birch Communications, Inc.

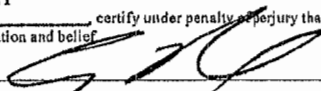
CR/gs  
Enclosures

cc: Christopher Bunce - Birch  
Sharyl Fowler - Birch  
Mr. Randall P. Muench - Cleartel  
file: Birch - FCC Domestic  
Cleartel - FCC Domestic  
tms: FCCx0901

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE  
FORM 159

Approved by OMB  
306A-0589  
Page No. 1 of 2

(1) LOCKBOX #		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>TECHNOLOGIES MANAGEMENT, INC.</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$1,015.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>2600 MAITLAND CENTER PARKWAY, SUITE 300</b>			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY <b>MAITLAND</b>		(7) STATE <b>FL</b>	(8) ZIP CODE <b>32751</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>407-740-8575</b>		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) <b>0005-0215-06</b>			
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME <b>BIRCH COMMUNICATIONS, INC.</b>			
(14) STREET ADDRESS LINE NO. 1 <b>4885 RIVERSIDE DRIVE</b>			
(15) STREET ADDRESS LINE NO. 2 <b>SUITE 304</b>			
(16) CITY <b>MACON</b>		(17) STATE <b>GA</b>	(18) ZIP CODE <b>31210</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>478-475-9800</b>		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) <b>0005-0443-75</b>			
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE <b>CUT</b>	(25A) QUANTITY <b>1</b>	
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE <b>\$1,015.00</b>		
(28A) FCC CODE 1	(29A) FCC CODE 2		
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		
(28B) FCC CODE 1	(29B) FCC CODE 2		
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>Carey Roessel, Consultant</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u></u>		DATE <u>May 8, 2009</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

JULY 2005

TECHNOLOGIES MANAGEMENT, INC.

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

REGIONS BANK

63-466/631

46640

5/8/2009

PAY TO THE ORDER OF Federal Communications Commission

\*\*1,015.00

One Thousand Fifteen and 00/100\*\*\*\*\*

Federal Communications Commission  
The Portals  
445 Twelfth Street S.W.  
Washington, DC 20554

DOLLARS  
Security features  
included.  
Details on back.

TECHNOLOGIES MANAGEMENT, INC.

Birch

MEMO

  
AUTHORIZED SIGNATURE

⑈046640⑈ ⑆063104668⑆ 3720575084⑈

TECHNOLOGIES MANAGEMENT, INC.

Federal Communications Commission  
774.000 · Client reimbursement other

5/8/2009

46640

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Amsouth New Operati Birch

1,015.00

Before the  
**FEDERAL COMMUNICATIONS COMMISSION**  
Washington, D.C. 20554

In the Matter of the Joint Application of )

Birch Communications, Inc., )  
Birch Telecom, Inc., )  
Birch Telecom of the South, Inc., )  
Birch Telecom of the West, Inc., )  
Birch Telecom of the Great Lakes, Inc., )  
Birch Telecom of Missouri, Inc., )  
Birch Telecom of Oklahoma, Inc., and )  
Birch Telecom of Texas Ltd., LLP, )  
Assignees, )

and )

Cleartel Communications, Inc., )  
Cleartel Telecommunications, Inc., )  
IDS Telcom Corp., )  
nii communications, ltd., )  
Now Communications, Inc., )  
Supra Telecommunications and )  
Information Systems, Inc., and )  
Telecon Communications Corporation, )  
Assignors )

For Grant of Authority Pursuant to )  
Section 214 of the Communications Act of 1934, )  
as amended, and Sections 63.04, and 63.24 of the )  
Commission's Rules to Complete an )  
Assignment of Assets of Authorized )  
Domestic and International Section 214 Carriers )

WC Docket No. 09-\_\_\_\_\_

File No. ITC-ASG-2009\_\_\_\_\_

**JOINT APPLICATION**

## **I. INTRODUCTION**

### **A. Summary of Transaction**

Birch Communications, Inc. (f/k/a Access Integrated Networks, Inc.) ("BCI"), Birch Telecom, Inc. (together with one or more of its certificated subsidiaries identified in Exhibit C "BTI") (BCI together with BTI, "Birch" or "the Assignees"), Cleartel Communications, Inc. ("CCI"), Cleartel Telecommunications, Inc. ("CTI"), IDS Telecom Corp. ("IDS"), nii communications, Ltd. ("nii"), Now Communications, Inc. ("NOW"), Supra Telecommunications and Information Systems, Inc. ("Supra"), and Telecon Communications Corporation ("Telecon") (CCI, CTI, IDS, nii, NOW, Supra and Telecon collectively, the "Assignors") (Assignees and Assignors together, the "Applicants"), through their undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04, 63.24, respectfully request Federal Communications Commission ("Commission") approval or such authority as may be necessary or required to complete a transaction whereby Birch will acquire substantially all the customers and telecommunications technology assets, including customer accounts, from Assignors.<sup>1</sup> As a result of a series of transactions, Assignors' current customers will be transferred to Birch, which will become the service providers for those customers. As described below, because the rates, terms or conditions of the services being received by customers will not change as a result of the assignment, the proposed transactions will be virtually transparent to customers of Assignors in terms of the services that those customers receive. There may be instances, however, where there are service or rate structure dissimilarities that Birch cannot accommodate

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<sup>1</sup> These customers and assets are located in the following states: Alabama, Arkansas, California, Florida, Georgia, Illinois, Indiana, Kentucky, Louisiana, Massachusetts, Michigan, Mississippi, Missouri, New Jersey, New York, North Carolina, Oklahoma, Pennsylvania, South Carolina, Tennessee, Texas, and Wisconsin.

with its existing systems (e.g., customers currently utilizing a message or measured local service plan). In those cases, Birch will transition those customers in as neutral a manner as is reasonably possible, with no increase to the regular monthly recurring charges, and notify those customers of their new rates, terms and conditions of service.

**B. Request for Streamlined Processing**

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, Transferee (and its Affiliates) will have a market share in the interstate, interexchange market of less than 10 percent, and the Transferee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and none of the Applicants (or their Affiliates) are dominant with respect to any service.

With respect to international authority, Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants are or are affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), apply.

In support of this Application, Applicants provide the following information:

**II. DESCRIPTION OF THE APPLICANTS**

**A. Birch Communications, Inc. and Birch Telecom, Inc.**

Birch Communications, Inc. has principal corporate offices located at 3060 Peachtree Road, NW, Suite 1065, Atlanta, Georgia 30305. Birch Telecom, Inc. (together with its

subsidiaries identified in Exhibit C) is a wholly owned subsidiary of BCI and has the same principal corporate offices. Birch is a longstanding and large competitive local exchange carrier in the Northeast, Southeast, Southwest and Midwest regions serving residential and small and medium business customers. Birch deploys its own private IP network utilizing soft switch technology to deliver innovative, high quality, affordable voice and broadband communications services to small and medium business customers. Collectively, Birch is authorized to provide telecommunications services in thirty (30) states: Alabama, Arkansas, Colorado, Florida, Georgia, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, New York, North Carolina, North Dakota, Ohio, Oklahoma, Pennsylvania, South Carolina, South Dakota, Tennessee, Texas, Wisconsin, and Wyoming, with certification pending in California and New Jersey. Birch is also authorized to provide interstate and/or international telecommunications services. For the Commission's convenience, a current corporate organizational chart for Assignees is provided as Exhibit A.

**B. Cleartel Telecommunications, Inc., IDS Telecom Corp., nii communications, Ltd., Now Communications, Inc., Supra Telecommunications and Information Systems, Inc., and Telecon Communications Corporation ("Assignors")**

CTI, IDS, nii, NOW, Supra and Telecon are direct or indirect subsidiaries of CCI, a Delaware corporation with principal offices located at 1960 S. Congress Ave., Suite 201, Delray Beach, Florida 33445. For the Commission's convenience, a current corporate organizational chart for Assignors is provided as Exhibit B. CCI is a leading provider of voice and data solutions serving customers in the Northeast, Southeast, Southwest, and Midwestern United States. CCI, through Assignors, offers local, Internet and long distance services to both

residential and business users in 26 states. Assignors are authorized to provide interstate and/or international services.

### **III. DESCRIPTION OF THE TRANSACTIONS**

Applicants propose to complete a series of transactions ("Transactions") through which Assignees will acquire certain assets of Assignors, including their customer bases, pursuant to an Asset Purchase Agreement ("Agreement") dated as of April 29, 2009 between BCI, CCI and Certain of the Subsidiaries of CCI. As a result of the proposed Transactions, Assignees will replace Assignors as the service provider in the various states served by Assignors. Specifically, Assignors' assets and customers in Arkansas, Massachusetts, New Jersey, New York and Pennsylvania will be transferred to BCI, while Assignors' assets and customers in Alabama, California, Florida, Georgia, Illinois, Indiana, Kentucky, Louisiana, Michigan, Missouri, Mississippi, North Carolina, Oklahoma, South Carolina, Tennessee, Texas and Wisconsin will be transferred to BTI or one of its certificated subsidiaries as described in Exhibit C. Subject to receipt of the required regulatory approvals, the Transactions are expected to close in the third quarter of this year (the "Closing Date").

Applicants emphasize that although the proposed Transactions will involve a transfer of customers, immediately following the proposed Transaction, virtually all of those customers will continue to receive service from Birch under the same rates, terms and conditions as the services currently provided. There may be instances, however, where there are service or rate structure dissimilarities that Birch cannot accommodate with its existing systems (e.g., customers currently utilizing a message or measured local service plan). In those cases, Birch will transition those customers in as neutral a manner as is reasonably possible, with no increase to the regular monthly recurring charges, and notify those customers of their new rates, terms and conditions of service. As a result, the proposed Transactions will be almost seamless and virtually transparent to customers served by Assignors in terms of the services that they currently receive, except as

described above. All of the affected customers will receive notice in compliance with the Commission's Rules.<sup>2</sup> Moreover, because Birch is acquiring substantially all of the assets of Assignors necessary to provide service to the transferred customers, Birch will have all of the assets required to continue to provide high-quality services to the customers it acquires.

Birch is well-qualified to provide service to Assignors' customers. Birch currently provides local and long distances telecommunications services in thirty (30) states collectively. Birch's operations will be overseen by a well-qualified management team with substantial telecommunications experience and technical expertise.

#### **IV. PUBLIC INTEREST STATEMENT**

The proposed Transactions described above will serve the public interest by ensuring that Assignors' customers enjoy continuity of high-quality telecommunications service. In particular, the assignment of Assignors' customers, together with the transfer of other assets required to serve those customers, will ensure that the customers continue to receive uninterrupted interstate and international services. The customers will be served by carriers with significant technical, managerial and financial resources.

Given the increasingly complex and competitive nature of the telecommunications and capital markets and for other business reasons, Applicants seek to complete the proposed Transactions as soon as possible. Accordingly, Applicants respectfully request that the Commission process, consider, and approve this Application as expeditiously as possible.

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<sup>2</sup> Birch will file the required certificate of compliance under separate cover in Docket No. 00-257.

**V. INFORMATION REQUIRED BY SECTION 63.24(e)**

Pursuant to Section 63.24(e)(3) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

**(a) Name, address and telephone number of each Applicant:**

**Birch:**

Birch Communications, Inc.	FRN 0005044375
Birch Telecom, Inc.	FRN 0014685887
Birch Telecom of the South, Inc.	FRN 0004319299
Birch Telecom of the West, Inc.	FRN 0008159725
Birch Telecom of the Great Lakes, Inc.	FRN 0005072780
Birch Telecom of Missouri, Inc.	FRN 0003732294
Birch Telecom of Oklahoma, Inc.	FRN 0003732328
Birch Telecom of Texas Ltd., LLP	FRN 0003732336
4885 Riverside Drive	
Suite 304	
Macon, Georgia 31210	
Tel: 478-475-9800	

**Assignors:**

Cleartel Communications, Inc.	FRN 0015409139
Cleartel Telecommunications, Inc.	FRN 0007777139
IDS Telcom Corp.	FRN 0012643243
nii communications, ltd.	FRN 0004340477
Now Communications, Inc.	FRN 0009916305
Supra Telecommunications and	
Information Systems, Inc.	FRN 0015327745
Telecon Communications Corporation	FRN 0006949051
1960 S. Congress Ave., Suite 201	
Delray Beach, FL 33445	
Tel: 561-454-5060	

(b) **Jurisdiction of Organizations:**

Assignees: BCI is a Georgia corporation.  
BTI is a Delaware corporation.  
Birch Telecom of the South, Inc., is a Delaware corporation.  
Birch Telecom of the West, Inc., is a Delaware corporation.  
Birch Telecom of the Great Lakes, Inc., is a Delaware corporation.  
Birch Telecom of Missouri, Inc., is a Delaware corporation.  
Birch Telecom of Oklahoma, Inc., is a Delaware corporation.  
Birch Telecom of Texas Ltd., LLP, is a Texas Limited Liability Partnership.

Assignors: CCI is a Delaware corporation.  
CTI is a Delaware corporation.  
IDS is a Delaware corporation.  
nii is a Texas limited partnership.  
NOW is a Delaware corporation.  
Supra is a Delaware corporation.  
Telecon is a New York corporation.

(c) **(Answer to Question 10)** Correspondence concerning this Application should be sent to:

For Assignors:

Catherine Wang  
Brett P. Ferencak  
Bingham McCutchen LLP  
2020 K Street, NW  
Washington, DC 20006-1806  
Tel: 202-373-6000  
Fax: 202-373-6001  
catherine.wang@bingham.com  
brett.ferencak@bingham.com

For Birch:

Carey Roesel  
Technologies Management, Inc.  
2600 Maitland Center Parkway  
Suite 300  
Maitland, FL 32751  
Tel: 407-740-4006  
Fax: 407-740-0613  
croesel@tminc.com

with copies to:

Sharyl Fowler  
Birch Communications, Inc.  
4885 Riverside Drive  
Suite 304  
Macon, Georgia 31211  
Tel: 478-476-1165  
Fax: 478-405-3112  
Sharyl.fowler@birch.com

**(d) Section 214 Authorizations**

Assignee: BCI holds international Section 214 authority to provide global resale services pursuant to IB File No. ITC-214-19970926-00584 (Old File No. ITC-97-586). BCI also hold blanket domestic Section 214 authority pursuant to 47 C.F.R § 63.01.

BTI holds international Section 214 authority to provide global resale and global facilities-based services pursuant to IB File No. ITC-214-19990701-00441. Birch Telecom of the South, Inc., Birch Telecom of the West, Inc., Birch Telecom of the Great Lakes, Inc., Birch Telecom of Missouri, Inc., Birch Telecom of Oklahoma, Inc., and Birch Telecom of Texas Ltd., LLP, provide international telecommunications services pursuant to the international Section 214 authority of their parent company, BTI. BTI (together with its subsidiaries identified in Exhibit C) also hold blanket domestic Section 214 authority pursuant to 47 C.F.R § 63.01.

Telecom Resources, Inc., a subsidiary of BCI, also holds international Section 214 authority to provide global resale services pursuant to IB File No. ITC-214-199800330-00209.

Assignors: CCI, holds international Section 214 authority to provide global resale services pursuant to IB File No. ITC-214-19990729-00457.<sup>3</sup>

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<sup>3</sup> By letter filed on May 8, 2009, CCI surrendered the other international Section 214 authorizations it held.

CTI, IDS, nii, NOW, Telecon provide international telecommunications services pursuant to the international Section 214 authority of their parent company, CCI.<sup>4</sup> These entities also hold blanket domestic Section 214 authority pursuant to 47 C.F.R § 63.01.

Through a common ultimate owner, MCG Capital Corporation ("MCG"), Assignors are indirectly affiliated with the following carriers (the "Broadview Entities"):

A.R.C. Networks, Inc. ("A.R.C.") and InfoHighway of Virginia, Inc. ("InfoHighway-VA") hold blanket domestic Section 214 authority to provide interstate services pursuant to 47 C.F.R § 63.01. A.R.C. also holds international Section 214 authority granted in IB File No. ITC-214-19960116-00008. InfoHighway-VA does not hold international Section 214 authority.

ATX Licensing, Inc. ("ATC") holds blanket domestic Section 214 authority to provide interstate services pursuant to 47 C.F.R § 63.01. ATX also holds international Section 214 authority granted in IB File No. ITC-214-19920330-00034.

BridgeCom International, Inc. ("BridgeCom") holds blanket domestic Section 214 authority to provide interstate services pursuant to 47 C.F.R § 63.01. BridgeCom also holds international Section 214 authority granted in IB File No. ITC-214-19971020-00645.

Broadview Networks, Inc. ("Broadview") holds blanket domestic Section 214 authority to provide interstate services pursuant to 47 C.F.R § 63.01. Broadview also holds international Section 214 authority granted in IB File No. ITC-214-20000128-00044.

Broadview NP Acquisition Corp. ("Broadview NP") holds blanket domestic Section 214 authority to provide interstate services pursuant to 47 C.F.R § 63.01. Broadview NP does not hold international Section 214 authority.

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<sup>4</sup> By letter filed on May 8, 2009, CTI, IDS, nii, NOW and Telecon surrendered any international Section 214 authorizations they held and notified the Commission that they would provide international telecommunications services pursuant to the international Section 214 authorization held by CCI.

Eureka Telecom, Inc. ("Eureka") and Eureka Telecom of VA, Inc. ("Eureka-VA") hold blanket domestic Section 214 authority to provide interstate services pursuant to 47 C.F.R. § 63.01. Eureka also holds international Section 214 authority granted in IB File No. ITC-214-19951226-00060 (old File No. ITC-96-029). Eureka-VA does not hold international Section 214 authority.

TruCom Corporation ("TruCom") holds blanket domestic Section 214 authority to provide interstate services pursuant to 47 C.F.R. § 63.01. TruCom also holds international Section 214 authority granted in IB File No. ITC-214-19971104-00683.

(h) (Answer to Questions 11 & 12) The following entities hold, directly or indirectly a 10% or greater interest<sup>5</sup> in Applicants as calculated pursuant to the Commission ownership attribution rules for wireline and international telecommunications carriers:<sup>6</sup>

Ownership of Assignees

- 1) The following entities hold a ten percent (10%) or greater direct or indirect interest in **Birch Telecom of Texas Ltd., L.L.P. ("Birch-TX")**:

Name:	Birch Texas Holdings, Inc. ("Birch-TX Holdings")
Address:	3060 Peachtree Road, NW Suite 1065 Atlanta, GA 30305
Citizenship:	U.S.
Principal Business:	Holding Company
% Interest:	1% (directly in Birch-TX)

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<sup>5</sup> Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

<sup>6</sup> While the Commission's rules for combined domestic and international applications require this information only for the assignee/transferee, *see* 47 C.F.R. §§ 63.04(b), 63.24(3)(2), Applicants are providing ownership information for both parties.

Name: Birch Telecom 1996, Inc. ("Birch-1996")  
Address: 3060 Peachtree Road, NW  
Suite 1065  
Atlanta, GA 30305  
Citizenship: U.S.  
Principal Business: Telecommunications  
% Interest: 100% (99% directly in Birch-TX and 1% indirectly  
as 100% owner of Birch-TX Holdings)

- 2) The following entity holds a ten percent (10%) or greater direct interest in **Birch Telecom of Oklahoma, Inc., Birch Telecom of the Great Lakes, Inc., Birch Telecom of the South, Inc., Birch Telecom of Missouri, Inc., and Birch Telecom of the West, Inc.:**

Name: Birch Telecom 1996, Inc.  
Address: 3060 Peachtree Road, NW  
Suite 1065  
Atlanta, GA 30305  
Citizenship: U.S.  
Principal Business: Holding Company  
% Interest: 100% (directly in each entity)

- 3) The following entity holds a ten percent (10%) or greater direct interest in **Birch Telecom 1996, Inc.:**

Name: Birch Telecom, Inc.  
Address: 3060 Peachtree Road, NW  
Suite 1065  
Atlanta, GA 30305  
Citizenship: U.S.  
Principal Business: Telecommunications  
% Interest: 100% (directly in Birch-1996)

- 5) The following entity holds a ten percent (10%) or greater direct interest in **Birch Telecom, Inc. ("BTI"):**

Name: Birch Communications, Inc. ("BCI")  
Address: 3060 Peachtree Road, NW  
Suite 1065  
Atlanta, GA 30305  
Citizenship: U.S.  
Principal Business: Telecommunications  
% Interest: 100% (directly in BTI)

- 6) The following individuals hold a ten percent (10%) or greater direct interest in Birch Communications, Inc.:

Name: Holcombe Green  
Address: One Buckhead Plaza  
3060 Peachtree St., NW, Suite 1060  
Atlanta, GA 30305  
Citizenship: U.S.  
Principal Business: Individual  
% Interest: 66% (directly in BCI)

Name: R. Kirby Godsey  
Address: One Buckhead Plaza  
3060 Peachtree St., NW, Suite 1060  
Atlanta, GA 30305  
Citizenship: U.S.  
Principal Business: Individual  
% Interest: 32% (directly in BCI)

No other person or entity owns or controls a ten percent or greater, direct or indirect, interest in Assignees. The remaining 2% is split between multiple stockholders.

#### Ownership of Assignors

- 1) The following entity holds a ten percent (10%) or greater direct interest in Cleartel Telecommunications, Inc., IDS Telecom Corp., NOW Communications, Inc., Supra Telecommunications and Information Systems Acquisition Corp., and Telecon Communications Corporation:

Name: Cleartel Communications, Inc.  
Address: 1960 S. Congress Ave., Suite 201  
Delray Beach, FL 33445  
Citizenship: U.S.  
Principal Business: Holding Company  
% Interest: 100%

- 2) The following entities hold a ten percent (10%) or greater, direct or indirect, interest in nii communications, ltd.:

Name: nii communications gp, llc ("nii gp")  
Address: 1960 S. Congress Ave., Suite 201  
Delray Beach, FL 33445  
Citizenship: U.S.  
Principal Business: Holding Company  
% Interest: 100% (as general partner holding 1% equity interest in nii)

Name: IH NII Acquisition, LLC ("IH")  
Address: 1960 S. Congress Ave., Suite 201  
Delray Beach, FL 33445  
Citizenship: U.S.  
Principal Business: Holding Company  
% Interest: 100% (99% directly as limited partner of nii and 1% indirectly as sole member of nii gp)

Name: Cleartel Communications, Inc.  
Address: 1960 S. Congress Ave., Suite 201  
Delray Beach, FL 33445  
Citizenship: U.S.  
Principal Business: Holding Company  
% Interest: 100% (indirectly as 100% owner of IH)

- 3) The following entity hold a ten percent (10%) or greater direct interest in **Cleartel Communications, Inc.:**

Name: MCG Capital Corporation  
Address: 1100 Wilson Boulevard  
Suite 3000  
Arlington, Virginia 22209  
Citizenship: U.S.  
Principal Business: Investment Company  
% Interest: 100%

Upon information and belief, no entity owns or controls 10% or more of **MCG Capital Corporation.**

There are no officers or directors of Assignees that also serve as an officer or director of a foreign carrier as defined in Section 63.09(d).

(i) **(Answer to Question 14)** Assignees certify that they are not foreign carriers, nor are they affiliated with foreign carriers, nor will they become affiliated with foreign carriers as a result of this transaction.

(j) **(Answer to Question 15)** Assignees certify that they do not seek to provide international telecommunications services to any destination country where:

- (1) An Assignee is a foreign carrier in that country; or
- (2) An Assignee controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of an Assignee, or that controls an Assignee, controls a foreign carrier in that country; or

- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of an Assignee and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

(k) Not applicable.

(l) Not applicable.

(m) Not applicable.

(n) Assignees certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

(p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants are or are affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), apply.

#### **VI. INFORMATION REQUIRED BY SECTION 63.04**

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b) Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12), 47 C.F.R. § 63.04(a)(6)-(12):

(a)(6) A description of the proposed Transaction is set forth in **Section III** above.

(a)(7) The assets and customers being transferred as a result of the Transaction as located in the following states:

Assignees provide telecommunications services in thirty (30) states: Alabama, Arkansas, Colorado, Florida, Georgia, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, New York, North Carolina, North Dakota, Ohio, Oklahoma, Pennsylvania, South Carolina, South Dakota, Tennessee, Texas, Wisconsin, and Wyoming with certification pending in California and New Jersey.

CCI, through Assignors and Cleartel Telecommunications of Virginia, Inc. ("Cleartel-VA"),<sup>7</sup> provides competitive interexchange and local exchange services in Alabama, Arkansas, California, Delaware, Florida, Georgia, Illinois, Indiana, Kentucky, Louisiana, Maryland, Massachusetts, Michigan, Mississippi, Missouri, New Jersey, New York, North Carolina, Oklahoma, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas, Virginia, West Virginia, and Wisconsin. In addition to the states where Assignors and Cleartel-VA provide service, one or more of the Assignors are also authorized but do not provide telecommunications services in the following jurisdictions: the District of Columbia, Kansas, and Ohio.

As stated above, the Assignors are indirectly affiliated through their common ultimate owner, MCG, with the Broadview Entities. At least one of the Broadview Entities provides telecommunications service in the following jurisdictions: Alabama, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, the District of Columbia, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts,

---

<sup>7</sup> Cleartel Telecommunications of Virginia, Inc. provides only intrastate telecommunications services in Virginia.

Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin.

(a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, Transferee (and its Affiliates) will have a market share in the interstate, interexchange market of less than 10 percent, and the Transferee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and none of the Applicants (or their Affiliates) are dominant with respect to any service.

(a)(9) By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to this transaction.

(a)(10) Prompt completion of the proposed transaction is critical to ensure that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transaction as soon as possible. No party, however, is requesting special consideration because it is facing imminent business failure.

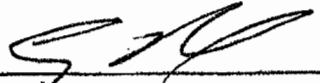
(a)(11) Not applicable.

(a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in Section IV above.

**VI. CONCLUSION**

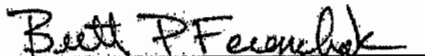
For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Indeed, failure to grant it would directly harm the public interest. In light of the particular need to ensure continuity of service to existing customers, Applicants respectfully request expedited treatment to permit Applicants to complete the Transactions as soon as possible.

Respectfully submitted,



Carey Roesel  
Technologies Management, Inc.  
2600 Maitland Center Parkway  
Suite 300  
Maitland, FL 32751  
Tel: 407-740-4006  
Fax: 407-740-0613  
croesel@tminc.com

Consultant to Assignees



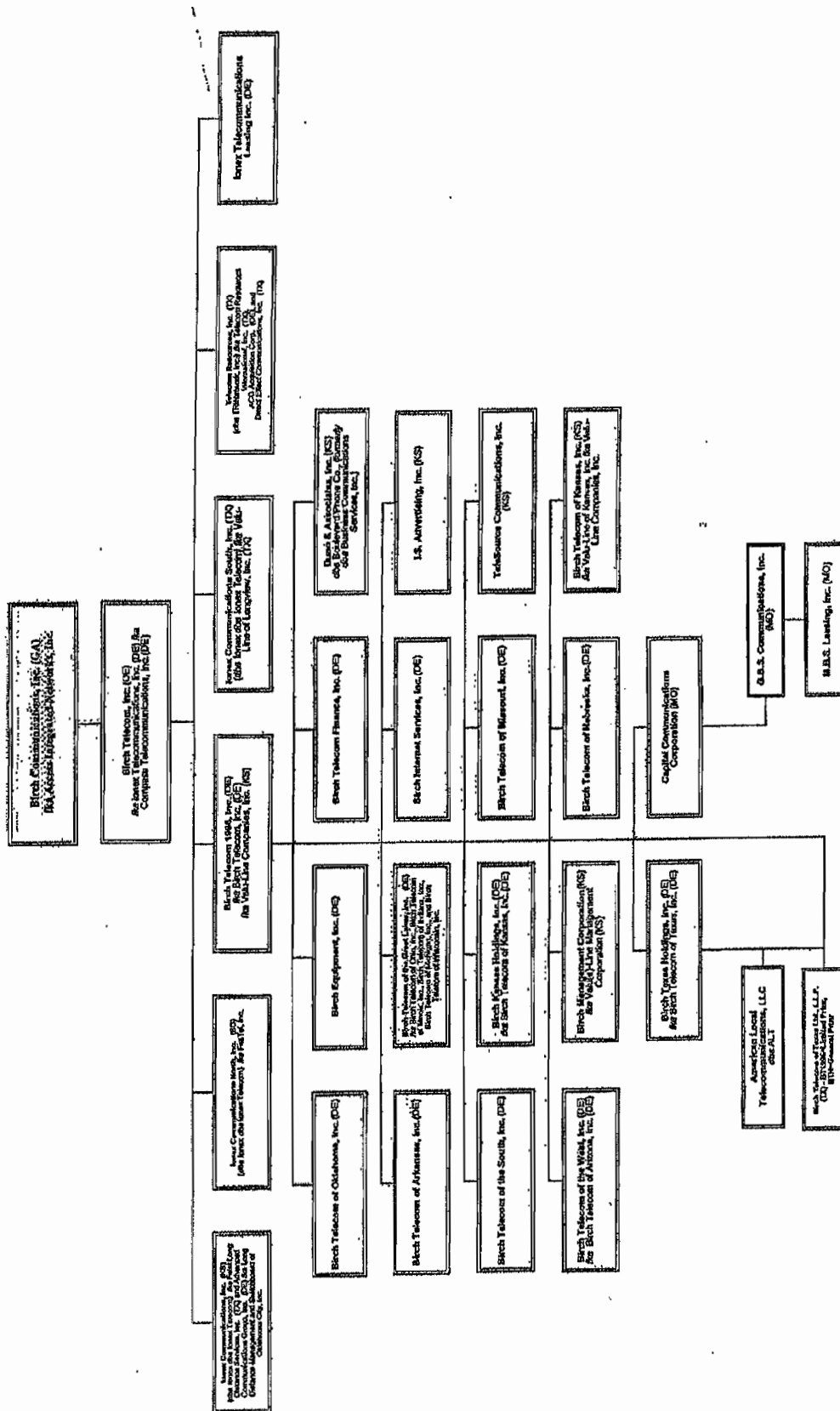
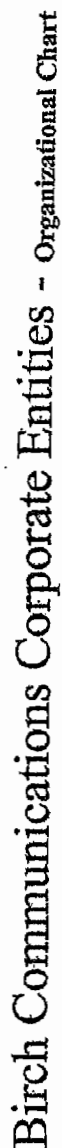
Catherine Wang  
Brett P. Ferencak  
Bingham McCutchen LLP  
2020 K Street, NW  
Washington, DC 20006-1806  
Tel: 202-373-6000  
Fax: 202-373-6001  
catherine.wang@bingham.com  
brett.ferencak@bingham.com

Counsel to Assignors

Dated: May 8, 2009

**EXHIBIT A**

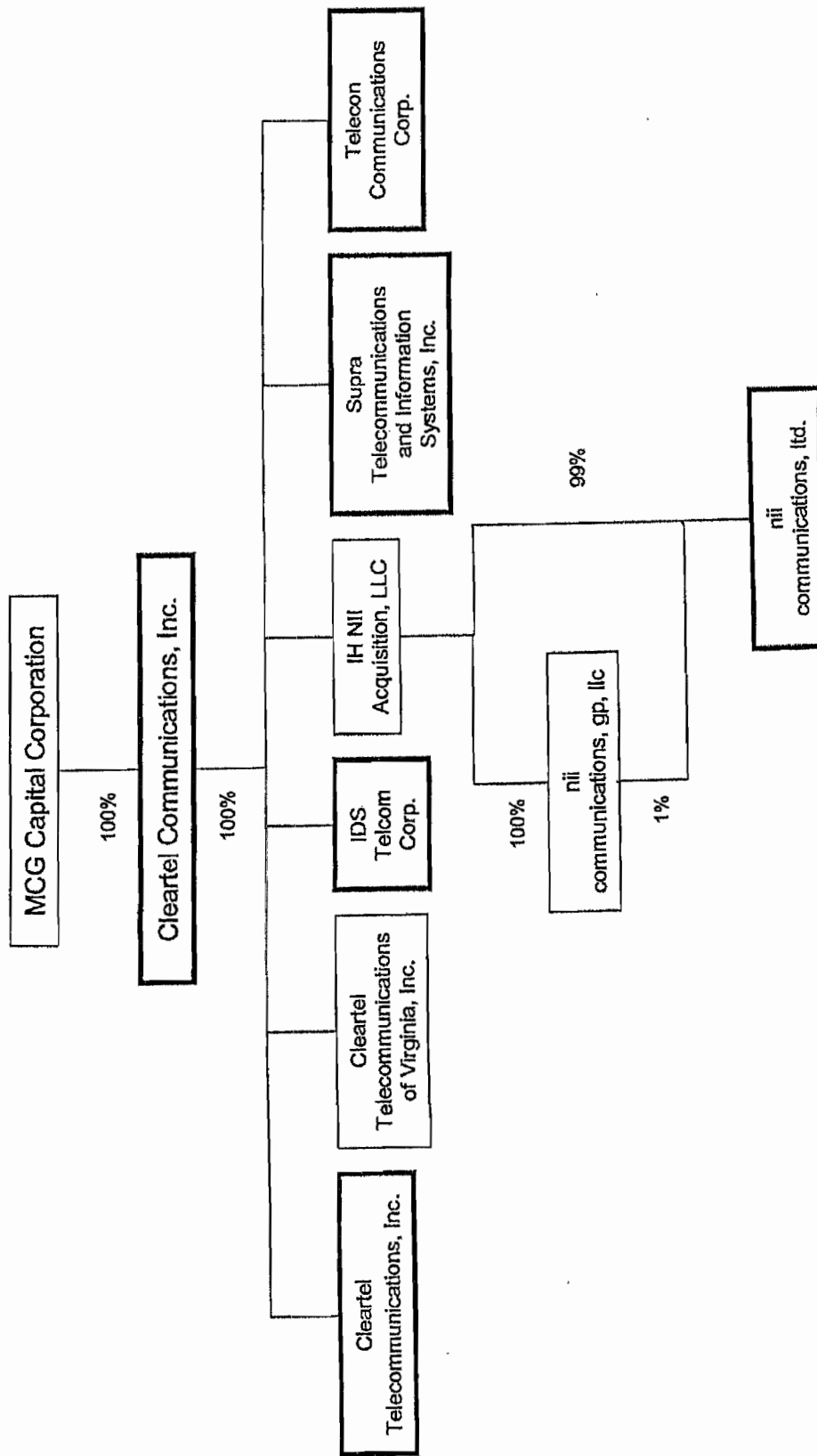
**Current Corporate Organizational Structure of Birch**



**EXHIBIT B**

**Current Corporate Organizational Structure of Assignors**

# Cleartel Communications Corporate Structure Chart



### EXHIBIT C

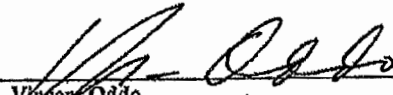
Pursuant to Section III, Assignors' assets and customers will be transferred to Assignees as follows:

Alabama	Birch Telecom of the South, Inc. d/b/a Birch Communications
Arkansas	Birch Communications, Inc.
California	Birch Telecom of the West, Inc. d/b/a Birch Communications (pending certification)
Florida	Birch Telecom of the South, Inc. d/b/a Birch Telecom d/b/a Birch Communications
Georgia	Birch Telecom of the South, Inc. d/b/a Birch Communications
Illinois	Birch Telecom of the Great Lakes, Inc. d/b/a Birch Communications
Indiana	Birch Telecom of the Great Lakes, Inc. d/b/a Birch Communications
Kentucky	Birch Telecom of the South, Inc. d/b/a Birch Communications of the Southeast
Louisiana	Birch Telecom of the South, Inc. d/b/a Birch Communications of the South
Massachusetts	Birch Communications, Inc.
Michigan	Birch Telecom of the Great Lakes, Inc. d/b/a Birch Communications
Mississippi	Birch Telecom of the South, Inc. d/b/a Birch Communications
Missouri	Birch Telecom of Missouri, Inc. d/b/a Birch Communications
N. Carolina	Birch Telecom of the South, Inc. d/b/a Birch Communications
New Jersey	Birch Communications, Inc. (pending certification)
New York	Birch Communications, Inc.
Oklahoma	Birch Telecom of Oklahoma, Inc. d/b/a Birch Communications
Pennsylvania	Birch Communications, Inc.
S. Carolina	Birch Telecom of the South, Inc. d/b/a Birch Communications
Tennessee	Birch Telecom of the South, Inc. d/b/a Birch Communications of the Southeast
Texas	Birch Telecom of Texas Ltd., LLP d/b/a Birch Communications
Wisconsin	Birch Telecom of the Great Lakes, Inc. d/b/a Birch Communications

VERIFICATION

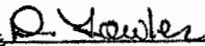
STATE OF Georgia  
COUNTY OF Bibb

I, Vincent Oddo, being first duly sworn, do hereby certify, depose and state that I am President and Chief Executive Officer of Birch Communications, Inc. and that I am authorized to make this verification on behalf of the Assignees; that the foregoing Application was prepared under my direction and supervision; and that the contents with respect to Assignees are true and correct to the best of my knowledge, information and belief.

  
\_\_\_\_\_  
Vincent Oddo  
President / Chief Executive Officer  
Birch Communications, Inc.

Subscribed and sworn to before me, a Notary Public, this 8<sup>th</sup> day of May 2009.



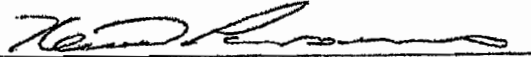
  
\_\_\_\_\_

Commission expires: 12/4/2012

VERIFICATION

STATE OF FLORIDA  
COUNTY OF PALM BEACH

I, Keith Parsons, being first duly sworn, do hereby certify, depose and state that I am Vice President of Cleartel Communications, Inc. and that I am authorized to make this verification on behalf the of Assignors in this Application; that the foregoing Application was prepared under my direction and supervision; and that the contents with respect to Assignors are true and correct to the best of my knowledge, information and belief.

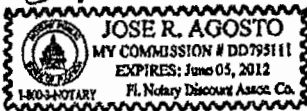


Keith Parsons  
Vice President  
Cleartel Communications, Inc.

Subscribed and sworn to before me, a Notary Public, 7<sup>TH</sup> day of MAY 2009.  
this



Notary Public



My Commission expires: June 05, 2012

**FCC IBFS - Electronic Filing**

**Submission\_id :IB2009001539**

**Successfully filed on :Jun 5 2009 4:04:10:323PM**

[Return to Main Menu](#)

**Remittance ID:1603287 Authorization  
Number:213496  
Successful Authorization -- Date Paid: 6/5/09  
FILE COPY ONLY!!**

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING  (1) LOCKBOX #979093	FEDERAL COMMUNICATIONS COMMISSION <b>REMITTANCE ADVICE</b> <b>FORM 159</b> PAGE NO 1 OF 1	APPROVED BY OMB 3060-059 SPECIAL USE FCC USE ONLY
<b>SECTION A - Payer Information</b>		
(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) <b>Birch Telecom, Inc.</b>		(3) TOTAL AMOUNT PAID (dollars and cents) <b>\$1015.00</b>
(4) STREET ADDRESS LINE NO. 1 <b>2300 Main Street</b>		
(5) STREET ADDRESS LINE NO. 2 <b>6th Floor</b>		
(6) CITY <b>Kansas City</b>	(7) STATE <b>MO</b>	(8) ZIP CODE <b>64108</b>
(9) DAYTIME TELEPHONE NUMBER (INCLUDING AREA CODE) <b>816-3003000</b>		(10) COUNTRY CODE (IF NOT IN U.S.A.) <b>US</b>
<b>FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED</b>		
(11) PAYER (FRN) <b>0014685887</b>		(12) FCC USE ONLY
IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)		
(13) APPLICANT NAME <b>Birch Telecom, Inc.</b>		
(14) STREET ADDRESS LINE NO. 1 <b>2300 Main Street</b>		
(15) STREET ADDRESS LINE NO. 2 <b>6th Floor</b>		
(16) CITY <b>Kansas City</b>	(17) STATE <b>MO</b>	(18) ZIP CODE <b>64108-</b>
(19) DAYTIME TELEPHONE NUMBER (INCLUDING AREA CODE) <b>816-300-3000</b>		(20) COUNTRY CODE (IF NOT IN U.S.A.) <b>US</b>
<b>FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED</b>		
(21) APPLICANT (FRN) <b>0014685887</b>		(22) FCC USE ONLY
<b>COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>		
(23A) FCC Call Sign/Other ID	(24A) Payment Type Code(PTC) <b>CUT</b>	(25A) Quantity <b>1</b>
(26A) Fee Due for (PTC) <b>\$1,015.00</b>	(27A) Total Fee <b>\$1015.00</b>	FCC Use Only
(28A) FCC CODE 1		(29A) FCC CODE 2 <b>IB2009001539</b>
(23B) FCC Call Sign/Other ID		(24B) Payment Type Code(PTC)
(26B) Fee Due for (PTC)		(27B) Total Fee
(28B) FCC CODE 1		(29B) FCC CODE 2



## Electronic Form 159

### Payment Confirmation

Your transaction has been approved. For your records, please note the following:

REMITTANCE ID NUMBER :	1603287
AUTHORIZATION NUMBER :	213496
AMOUNT PAID :	\$1,015.00

[PRINT FORM 159](#)[CLOSE](#)

#### Customer Service

[FCC Fees](#)[Web Policies / Privacy  
Policy](#)[FCC Home Page](#)

If you have any questions or concerns please contact your licensing system help desk.

**INTERNATIONAL SECTION 214 AUTHORIZATIONS  
FOR ASSIGNMENT OR  
TRANSFER OF CONTROL  
FCC FORM 214TC  
FOR OFFICIAL USE ONLY**

**APPLICANT INFORMATION**

Enter a description of this application to identify it on the main menu:  
Birch and Cleartel 214 Transfer of Customer Base Application

**1. Legal Name of Applicant**

Name: Birch Telecom, Inc.

DBA

Name:

Street: 2300 Main Street  
6th Floor

City: Kansas City

Country: USA

Attention: Christopher Bunce

Phone  
Number: 816-300-3000

Fax

Number:

E-Mail:

State: MO

Zipcode: 64108 -

**2. Name of Contact Representative**

Name: Birch Telecom, Inc.

Company:

Street: 2300 Main Street  
6th Floor

City: Kansas City

Country: USA

Attention:

Phone Number: 816-300-3000

Fax Number:

E-Mail:

State: MO

Zipcode: 64108 -

Relationship:

**CLASSIFICATION OF FILING**

3. Choose the button next to the classification that best describes this filing. Choose only one.

☒ a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

☒ b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

☒ c. Notification of Pro Forma Assignment of Section 214 Authority (No fee required)

☒ d. Notification of Pro Forma Transfer of Control of Section 214 Authority (No fee required)

Date of Consummation: **Must be completed if you select c or d.**

4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.

Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must specify one or more "ITC" File Nos. Relevant "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.

File Number: ITC2141999072900457	File Number:	File Number:	File Number:	File Number:
----------------------------------	--------------	--------------	--------------	--------------

5. Name of Section 214 Authorization Holder

Name: Birch Telecom, Inc.

DBA Name:

Street: 2300 Main Street

6th Floor

City: Kansas City

Country: USA

Attention:

Phone Number: 816-300-3000

Fax Number:

E-Mail:

State: MO

Zipcode: 64108 -

6. Name of Assignor / Transferor

Name: Cleartel Communications, Inc.

DBA Name:

Street: 1960 S. Congress Ave.

Suite 201

City: Delray Beach

Country: USA

Phone Number: 561-454-5060

Fax Number: 561-454-5078

E-Mail:

State: FL

Zipcode: 33445 -

Attention:	
7. Name of Assignee / Transferee	
Name: Birch Telecom, Inc.	Phone Number: 816-300-3000
DBA Name:	Fax Number:
Street: 2300 Main Street	E-Mail:
City: 6th Floor	
Country: Kansas City	State: MO
Attention: Christopher Bunce	Zipcode: 64108 -
8a. Is a fee submitted with this application?	
<input checked="" type="radio"/> If Yes, complete and attach FCC Form 159.	
If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114). <input type="radio"/> Governmental Entity <input type="radio"/> Noncommercial educational licensee <input type="radio"/> Notification of Pro Forma (No fee required.) <input type="radio"/> Other (please explain):	
8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.	
Fee Classification CUT - Section 214 Authority	
9. Description (Summarize the nature of the application.) Birch Telecom, Inc. and Cleartel Communications, Inc. International 214 Transfer of Control Application	
10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferee and the assignee/transferee. Label your response "Answer to Question 10".	
11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules? If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."	
<input checked="" type="radio"/> Yes <input type="radio"/> No	
12. Does the assignee/transferee have any interlocking directorates with a foreign carrier? If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."	
<input type="radio"/> Yes <input checked="" type="radio"/> No	
13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or	

customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and/or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a *pro forma* assignment or *pro forma* transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively. ☐ Yes ☒ No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true? ☐ Yes ☒ No

- (1) The Section 214 holder is a foreign carrier in that country; or
  - (2) The Section 214 holder controls a foreign carrier in that country; or
  - (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
  - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.
- If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and *any* or *all* countries listed in response to Question 14? See Section 63.10 of the rules. ☐ Yes ☒ No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

☒ Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the

United States and the following foreign country(ies):

☒ No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. *If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.*

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

☒ Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future.

☒ Yes ☐ No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for *pro forma* transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).)

☒ Yes ☐ No

23. If this filing is a notification of a *pro forma* assignment or transfer of control, the undersigned certify that the assignment or transfer of control was *pro forma* and that, together with all previous *pro forma* transactions, does not result in a change in the actual controlling party.

☐ Yes ☐ No  
☒ Not a Pro Forma

24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

☒ Yes ☐ No

25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

☒ Yes ☐ No

### CERTIFICATION

26. Printed Name of Assignor / Transferor Keith Parsons	29. Printed Name of Assignee / Transferee Vincent M. Oddo
27. Title (Office Held by Person Signing) Vice President	30. Title (Office Held by Person Signing) President/CEO
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Keith Parsons	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Vincent M. Oddo
<b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT</b> (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).	

### FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 8 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PERM, Paperwork Reduction Project (3060-0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to [PRA@fcc.gov](mailto:PRA@fcc.gov). PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember - You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0686.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

**Federal Communications Commission Applications**

**Fri Jun 5 15:44:14 US/Eastern 2009**

**Account number: 972475**

**ATTACHMENT NAME: Birch Transfer**

**DESCRIPTION: International 214 Transfer of Control Application for Birch and  
Cleartel**

**REMOTE FILENAME: L:\CAREY\Birch Communications 5104\!!BIRCH -  
CLEARTEL TRANSFER\FCC\Birch and Cleartel FCC 214 Application 5-08-09  
FINAL.pdf**

**FILE SIZE = 1309777**

**Your attachment has been received and is now being stored.  
This step may take several minutes, particularly for large attachments.**

**Please be patient.**

**Server message: Message number: 4023, Severity 10 State 1, Line 0 Server HEIMDAL  
Message String: Your password will expire in 81.8 days.  
[Return to the Form.](#)**

# **Federal Communications Commission Applications**

**Fri Jun 5 15:45:48 US/Eastern 2009**

**Account number: 972475**

**ATTACHMENT NAME: BTI Customer Notice**

**DESCRIPTION: Birch Telecom, Inc. Customer Notices**

**REMOTE FILENAME: L:\CAREY\Birch Communications 5104\!!BIRCH -  
CLEARTEL TRANSFER\FCC\BTI FCC Customer Notices filing 5-8-09 FINAL.pdf  
FILE SIZE = 683485**

**Your attachment has been received and is now being stored.  
This step may take several minutes, particularly for large attachments.**

**Please be patient.**

**Server message: Message number: 4023, Severity 10 State 1, Line 0 Server HEIMDAL  
Message String: Your password will expire in 81.8 days.  
[Return to the Form.](#)**

**Federal Communications Commission Applications**  
**Fri Jun 5 15:51:13 US/Eastern 2009**  
**Account number: 972475**

**ATTACHMENT NAME: BCI Customer Notices**  
**DESCRIPTION: Birch Communications, Inc. Customer Notices**  
**REMOTE FILENAME: L:\CAREY\Birch Communications 5104\!!BIRCH -**  
**CLEARTEL TRANSFER\FCC\BCI FCC Customer Notices filing 5-8-09 FINAL.pdf**  
**FILE SIZE = 631115**

**Your attachment has been received and is now being stored.**  
**This step may take several minutes, particularly for large attachments.**

**Please be patient.**

**Server message: Message number: 4023, Severity 10 State 1, Line 0 Server HEIMDAL**  
**Message String: Your password will expire in 81.8 days.**  
**Return to the Form.**



2600 Maitland Center Pkwy.  
Suite 300  
Maitland, FL 32751  
P.O. Drawer 200  
Winter Park, FL  
32790-0200  
Tel: 407-740-8575  
Fax: 407-740-0813  
www.tminc.com

May 8, 2009  
*Via Overnight Delivery*

Ms. Marlene H. Dortch, FCC Secretary  
Federal Communications Commission  
c/o US Bank  
Lock Box 979091  
St. Louis, MO 63197-9000

**RE: In the Matter of the Joint Application of Birch Communications, Inc., Birch Telecom, Inc., Birch Telecom of the South, Inc., Birch Telecom of the West, Inc., Birch Telecom of the Great Lakes, Inc., Birch Telecom of Missouri, Inc., Birch Telecom of Oklahoma, Inc., Birch Telecom of Texas Ltd., LLP and Cleartel Communications, Inc., Cleartel Telecommunications, Inc., IDS Telcom Corp., nii communications, ltd., Now Communications, Inc., Supra Telecommunications and Information Systems, Inc., and Telecon Communications Corporation for Authority pursuant to Section 214 of the Communications Act of 1934, as Amended, to Transfer Certain Customers of an Authorized Domestic and International Carrier.**

Dear Ms. Dortch:

Enclosed for filing please find one (1) original and one (1) copy of the Petition for Transfer of Control submitted on behalf of the above-mentioned applicants, along with the required filing fee of \$1,015.00.

Questions or instructions pertaining to this transaction should be directed to my attention at (407) 740-3006 or [croesel@tminc.com](mailto:croesel@tminc.com).

Please acknowledge receipt of this filing by returning, file-stamped, the extra copy of this cover letter in the self-addressed, stamped envelope enclosed for this purpose.

Sincerely,

A handwritten signature in dark ink, appearing to read "CR", is written over a horizontal line.

Carey Roesel, Consultant to  
Birch Communications, Inc.

CR/gs  
Enclosures

cc: Christopher Bunce - Birch  
Sharyl Fowler - Birch  
Mr. Randall P. Muench - Cleartel  
file: Birch - FCC Domestic  
Cleartel - FCC Domestic  
tms: FCCx0901

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE  
FORM 159

Approved by OMB  
3060-0589  
Page No. 1 of 2

(1) LOCKBOX #		SPECIAL USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (If paying by credit card enter name exactly as it appears on the card)		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents)	
TECHNOLOGIES MANAGEMENT, INC.		\$1,015.00	
(4) STREET ADDRESS LINE NO. 1			
2600 MAITLAND CENTER PARKWAY, SUITE 300			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY		(7) STATE	(8) ZIP CODE
MAITLAND		FL	32751
(9) DAYTIME TELEPHONE NUMBER (include area code)		(10) COUNTRY CODE (if not in U.S.A.)	
407-740-8575			
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN)			
0005-0215-06			
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME			
BIRCH COMMUNICATIONS, INC.			
(14) STREET ADDRESS LINE NO. 1			
4885 RIVERSIDE DRIVE			
(15) STREET ADDRESS LINE NO. 2			
SUITE 304			
(16) CITY		(17) STATE	(18) ZIP CODE
MACON		GA	31210
(19) DAYTIME TELEPHONE NUMBER (include area code)		(20) COUNTRY CODE (if not in U.S.A.)	
478-475-9800			
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN)			
0005-0443-75			
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY	
	CUT	1	
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE		
	\$1,015.00		
(28A) FCC CODE 1	(29A) FCC CODE 2		
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		
(28B) FCC CODE 1	(29B) FCC CODE 2		
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT			
I, <u>Carey Rossel, Consultant</u> certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>[Signature]</u>		DATE <u>May 8, 2009</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

JULY 2005

TECHNOLOGIES MANAGEMENT, INC.

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

REGIONS BANK

63-466/631

46640

5/8/2009

PAY TO THE ORDER OF Federal Communications Commission

\*\*1,015.00

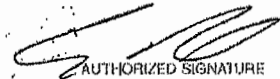
One Thousand Fifteen and 00/100\*\*\*\*\*

Federal Communications Commission  
The Portals  
445 Twelfth Street S.W.  
Washington, DC 20554

DOLLARS  
Security features  
extended.  
Details on back.

TECHNOLOGIES MANAGEMENT, INC.

MEMO Birch

  
AUTHORIZED SIGNATURE

AP

⑈046640⑈ ⑈063104668⑈ 3720575084⑈

TECHNOLOGIES MANAGEMENT, INC.

Federal Communications Commission  
774.000 - Client reimbursement other

5/8/2009

46640

1,015.00

Amsouth New Operati Birch

1,015.00

Before the  
**FEDERAL COMMUNICATIONS COMMISSION**  
Washington, D.C. 20554

In the Matter of the Joint Application of

Birch Communications, Inc.,  
Birch Telecom, Inc.,  
Birch Telecom of the South, Inc.,  
Birch Telecom of the West, Inc.,  
Birch Telecom of the Great Lakes, Inc.,  
Birch Telecom of Missouri, Inc.,  
Birch Telecom of Oklahoma, Inc., and  
Birch Telecom of Texas Ltd., LLP,  
Assignees,

and

Cleartel Communications, Inc.,  
Cleartel Telecommunications, Inc.,  
IDS Telcom Corp.,  
nil communications, ltd.,  
Now Communications, Inc.,  
Supra Telecommunications and  
Information Systems, Inc., and  
Telecom Communications Corporation,  
Assignors

For Grant of Authority Pursuant to  
Section 214 of the Communications Act of 1934,  
as amended, and Sections 63.04, and 63.24 of the  
Commission's Rules to Complete an  
Assignment of Assets of Authorized  
Domestic and International Section 214 Carriers

WC Docket No. 09-\_\_\_\_\_

File No. ITC-ASG-2009\_\_\_\_\_

**JOINT APPLICATION**

## I. INTRODUCTION

### A. Summary of Transaction

Birch Communications, Inc. (f/k/a Access Integrated Networks, Inc.) ("BCI"), Birch Telecom, Inc. (together with one or more of its certificated subsidiaries identified in Exhibit C "BTP") (BCI together with BTI, "Birch" or "the Assignees"), Cleartel Communications, Inc. ("CCT"), Cleartel Telecommunications, Inc. ("CTI"), IDS Telecom Corp. ("IDS"), nii communications, ltd. ("nii"), Now Communications, Inc. ("NOW"), Supra Telecommunications and Information Systems, Inc. ("Supra"), and Telecon Communications Corporation ("Telecon") (CCT, CTI, IDS, nii, NOW, Supra and Telecon collectively, the "Assignors") (Assignees and Assignors together, the "Applicants"), through their undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04, 63.24, respectfully request Federal Communications Commission ("Commission") approval or such authority as may be necessary or required to complete a transaction whereby Birch will acquire substantially all the customers and telecommunications technology assets, including customer accounts, from Assignors.<sup>1</sup> As a result of a series of transactions, Assignors' current customers will be transferred to Birch, which will become the service providers for those customers. As described below, because the rates, terms or conditions of the services being received by customers will not change as a result of the assignment, the proposed transactions will be virtually transparent to customers of Assignors in terms of the services that those customers receive. There may be instances, however, where there are service or rate structure dissimilarities that Birch cannot accommodate

---

<sup>1</sup> These customers and assets are located in the following states: Alabama, Arkansas, California, Florida, Georgia, Illinois, Indiana, Kentucky, Louisiana, Massachusetts, Michigan, Mississippi, Missouri, New Jersey, New York, North Carolina, Oklahoma, Pennsylvania, South Carolina, Tennessee, Texas, and Wisconsin.

with its existing systems (e.g., customers currently utilizing a message or measured local service plan). In those cases, Birch will transition those customers in as neutral a manner as is reasonably possible, with no increase to the regular monthly recurring charges, and notify those customers of their new rates, terms and conditions of service.

#### **B. Request for Streamlined Processing**

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, Transferee (and its Affiliates) will have a market share in the interstate, interexchange market of less than 10 percent, and the Transferee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and none of the Applicants (or their Affiliates) are dominant with respect to any service.

With respect to international authority, Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants are or are affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), apply.

In support of this Application, Applicants provide the following information:

## **II. DESCRIPTION OF THE APPLICANTS**

### **A. Birch Communications, Inc. and Birch Telecom, Inc.**

Birch Communications, Inc. has principal corporate offices located at 3060 Peachtree Road, NW, Suite 1065, Atlanta, Georgia 30305. Birch Telecom, Inc. (together with its

subsidiaries identified in Exhibit C) is a wholly owned subsidiary of BCI and has the same principal corporate offices. Birch is a longstanding and large competitive local exchange carrier in the Northeast, Southeast, Southwest and Midwest regions serving residential and small and medium business customers. Birch deploys its own private IP network utilizing soft switch technology to deliver innovative, high quality, affordable voice and broadband communications services to small and medium business customers. Collectively, Birch is authorized to provide telecommunications services in thirty (30) states: Alabama, Arkansas, Colorado, Florida, Georgia, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, New York, North Carolina, North Dakota, Ohio, Oklahoma, Pennsylvania, South Carolina, South Dakota, Tennessee, Texas, Wisconsin, and Wyoming, with certification pending in California and New Jersey. Birch is also authorized to provide interstate and/or international telecommunications services. For the Commission's convenience, a current corporate organizational chart for Assignees is provided as Exhibit A.

**B. Cleartel Telecommunications, Inc., IDS Telecom Corp., nii communications, ltd., Now Communications, Inc., Supra Telecommunications and Information Systems, Inc., and Telecon Communications Corporation ("Assignors")**

CTI, IDS, nii, NOW, Supra and Telecon are direct or indirect subsidiaries of CCI, a Delaware corporation with principal offices located at 1960 S. Congress Ave., Suite 201, Delray Beach, Florida 33445. For the Commission's convenience, a current corporate organizational chart for Assignors is provided as Exhibit B. CCI is a leading provider of voice and data solutions serving customers in the Northeast, Southeast, Southwest, and Midwestern United States. CCI, through Assignors, offers local, Internet and long distance services to both

residential and business users in 26 states. Assignors are authorized to provide interstate and/or international services.

### **III. DESCRIPTION OF THE TRANSACTIONS**

Applicants propose to complete a series of transactions ("Transactions") through which Assignees will acquire certain assets of Assignors, including their customer bases, pursuant to an Asset Purchase Agreement ("Agreement") dated as of April 29, 2009 between BCI, CCI and Certain of the Subsidiaries of CCI. As a result of the proposed Transactions, Assignees will replace Assignors as the service provider in the various states served by Assignors. Specifically, Assignors' assets and customers in Arkansas, Massachusetts, New Jersey, New York and Pennsylvania will be transferred to BCI, while Assignors' assets and customers in Alabama, California, Florida, Georgia, Illinois, Indiana, Kentucky, Louisiana, Michigan, Missouri, Mississippi, North Carolina, Oklahoma, South Carolina, Tennessee, Texas and Wisconsin will be transferred to BTI or one of its certificated subsidiaries as described in Exhibit C. Subject to receipt of the required regulatory approvals, the Transactions are expected to close in the third quarter of this year (the "Closing Date").

Applicants emphasize that although the proposed Transactions will involve a transfer of customers, immediately following the proposed Transaction, virtually all of those customers will continue to receive service from Birch under the same rates, terms and conditions as the services currently provided. There may be instances, however, where there are service or rate structure dissimilarities that Birch cannot accommodate with its existing systems (e.g., customers currently utilizing a message or measured local service plan). In those cases, Birch will transition those customers in as neutral a manner as is reasonably possible, with no increase to the regular monthly recurring charges, and notify those customers of their new rates, terms and conditions of service. As a result, the proposed Transactions will be almost seamless and virtually transparent to customers served by Assignors in terms of the services that they currently receive, except as

described above. All of the affected customers will receive notice in compliance with the Commission's Rules.<sup>2</sup> Moreover, because Birch is acquiring substantially all of the assets of Assignors necessary to provide service to the transferred customers, Birch will have all of the assets required to continue to provide high-quality services to the customers it acquires.

Birch is well-qualified to provide service to Assignors' customers. Birch currently provides local and long distances telecommunications services in thirty (30) states collectively. Birch's operations will be overseen by a well-qualified management team with substantial telecommunications experience and technical expertise.

#### **IV. PUBLIC INTEREST STATEMENT**

The proposed Transactions described above will serve the public interest by ensuring that Assignors' customers enjoy continuity of high-quality telecommunications service. In particular, the assignment of Assignors' customers, together with the transfer of other assets required to serve those customers, will ensure that the customers continue to receive uninterrupted interstate and international services. The customers will be served by carriers with significant technical, managerial and financial resources.

Given the increasingly complex and competitive nature of the telecommunications and capital markets and for other business reasons, Applicants seek to complete the proposed Transactions as soon as possible. Accordingly, Applicants respectfully request that the Commission process, consider, and approve this Application as expeditiously as possible.

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<sup>2</sup> Birch will file the required certificate of compliance under separate cover in Docket No. 00-257.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(3) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

(a) Name, address and telephone number of each Applicant:

Birch:

Birch Communications, Inc.	FRN 0005044375
Birch Telecom, Inc.	<del>FRN 0014685887</del>
Birch Telecom of the South, Inc.	FRN 0004319299
Birch Telecom of the West, Inc.	FRN 0008159725
Birch Telecom of the Great Lakes, Inc.	FRN 0005072780
Birch Telecom of Missouri, Inc.	FRN 0003732294
Birch Telecom of Oklahoma, Inc.	FRN 0003732328
Birch Telecom of Texas Ltd., LLP	FRN 0003732336
4885 Riverside Drive	
Suite 304	
Macon, Georgia 31210	
Tel: 478-475-9800	

Assignors:

Cleartel Communications, Inc.	FRN 0015409139
Cleartel Telecommunications, Inc.	FRN 0007777139
IDS Telcom Corp.	FRN 0012643243
nii communications, ltd.	FRN 0004340477
Now Communications, Inc.	FRN 0009916305
Supra Telecommunications and	
Information Systems, Inc.	FRN 0015327745
Telecon Communications Corporation	FRN 0006949051
1960 S. Congress Ave., Suite 201	
Delray Beach, FL 33445	
Tel: 561-454-5060	

(b) **Jurisdiction of Organizations:**

Assignees: BCI is a Georgia corporation.  
BTI is a Delaware corporation.  
Birch Telecom of the South, Inc., is a Delaware corporation.  
Birch Telecom of the West, Inc., is a Delaware corporation.  
Birch Telecom of the Great Lakes, Inc., is a Delaware corporation.  
Birch Telecom of Missouri, Inc., is a Delaware corporation.  
Birch Telecom of Oklahoma, Inc., is a Delaware corporation.  
Birch Telecom of Texas Ltd., LLP, is a Texas Limited Liability Partnership.

Assignors: CCI is a Delaware corporation.  
CTI is a Delaware corporation.  
IDS is a Delaware corporation.  
nii is a Texas limited partnership.  
NOW is a Delaware corporation.  
Supra is a Delaware corporation.  
Telecon is a New York corporation.

(c) **(Answer to Question 10)** Correspondence concerning this Application should be sent to:

For Assignors:

Catherine Wang  
Brett P. Ferencak  
Bingham McCutchen LLP  
2020 K Street, NW  
Washington, DC 20006-1806  
Tel: 202-373-6000  
Fax: 202-373-6001  
catherine.wang@bingham.com  
brett.ferencak@bingham.com

For Birch:

Carey Roesel  
Technologies Management, Inc.  
2600 Maitland Center Parkway  
Suite 300  
Maitland, FL 32751  
Tel: 407-740-4006  
Fax: 407-740-0613  
croesel@tminc.com

with copies to:

Sharyl Fowler  
Birch Communications, Inc.  
4885 Riverside Drive  
Suite 304  
Macon, Georgia 31211  
Tel: 478-476-1165  
Fax: 478-405-3112  
Sharyl.fowler@birch.com

**(d) Section 214 Authorizations**

Assignee: BCI holds international Section 214 authority to provide global resale services pursuant to IB File No. ITC-214-19970926-00584 (Old File No. ITC-97-586). BCI also hold blanket domestic Section 214 authority pursuant to 47 C.F.R § 63.01.

BTI holds international Section 214 authority to provide global resale and global facilities-based services pursuant to IB File No. ITC-214-19990701-00441. Birch Telecom of the South, Inc., Birch Telecom of the West, Inc., Birch Telecom of the Great Lakes, Inc., Birch Telecom of Missouri, Inc., Birch Telecom of Oklahoma, Inc., and Birch Telecom of Texas Ltd., LLP, provide international telecommunications services pursuant to the international Section 214 authority of their parent company, BTI. BTI (together with its subsidiaries identified in Exhibit C) also hold blanket domestic Section 214 authority pursuant to 47 C.F.R § 63.01.

Telecom Resources, Inc., a subsidiary of BCI, also holds international Section 214 authority to provide global resale services pursuant to IB File No. ITC-214-199800330-00209.

Assignors: CCI, holds international Section 214 authority to provide global resale services pursuant to IB File No. ITC-214-19990729-00457.<sup>3</sup>

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<sup>3</sup> By letter filed on May 8, 2009, CCI surrendered the other international Section 214 authorizations it held.

CTI, IDS, nii, NOW, Telecon provide international telecommunications services pursuant to the international Section 214 authority of their parent company, CCI.<sup>4</sup> These entities also hold blanket domestic Section 214 authority pursuant to 47 C.F.R § 63.01.

Through a common ultimate owner, MCG Capital Corporation ("MCG"), Assignors are indirectly affiliated with the following carriers (the "Broadview Entities"):

A.R.C. Networks, Inc. ("A.R.C.") and InfoHighway of Virginia, Inc. ("InfoHighway-VA") hold blanket domestic Section 214 authority to provide interstate services pursuant to 47 C.F.R § 63.01. A.R.C. also holds international Section 214 authority granted in IB File No. ITC-214-19960116-00008. InfoHighway-VA does not hold international Section 214 authority.

ATX Licensing, Inc. ("ATC") holds blanket domestic Section 214 authority to provide interstate services pursuant to 47 C.F.R § 63.01. ATX also holds international Section 214 authority granted in IB File No. ITC-214-19920330-00034.

BridgeCom International, Inc. ("BridgeCom") holds blanket domestic Section 214 authority to provide interstate services pursuant to 47 C.F.R § 63.01. BridgeCom also holds international Section 214 authority granted in IB File No. ITC-214-19971020-00645.

Broadview Networks, Inc. ("Broadview") holds blanket domestic Section 214 authority to provide interstate services pursuant to 47 C.F.R § 63.01. Broadview also holds international Section 214 authority granted in IB File No. ITC-214-20000128-00044.

Broadview NP Acquisition Corp. ("Broadview NP") holds blanket domestic Section 214 authority to provide interstate services pursuant to 47 C.F.R § 63.01. Broadview NP does not hold international Section 214 authority.

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<sup>4</sup> By letter filed on May 8, 2009, CTI, IDS, nii, NOW and Telecon surrendered any international Section 214 authorizations they held and notified the Commission that they would provide international telecommunications services pursuant to the international Section 214 authorization held by CCI.

Eureka Telecom, Inc. ("Eureka") and Eureka Telecom of VA, Inc. ("Eureka-VA") hold blanket domestic Section 214 authority to provide interstate services pursuant to 47 C.F.R. § 63.01. Eureka also holds international Section 214 authority granted in IB File No. ITC-214-19951226-00060 (old File No. ITC-96-029). Eureka-VA does not hold international Section 214 authority.

TruCom Corporation ("TruCom") holds blanket domestic Section 214 authority to provide interstate services pursuant to 47 C.F.R. § 63.01. TruCom also holds international Section 214 authority granted in IB File No. ITC-214-19971104-00683.

(h) (Answer to Questions 11 & 12) The following entities hold, directly or indirectly a 10% or greater interest<sup>5</sup> in Applicants as calculated pursuant to the Commission ownership attribution rules for wireline and international telecommunications carriers:<sup>6</sup>

Ownership of Assignees

- 1) The following entities hold a ten percent (10%) or greater direct or indirect interest in Birch Telecom of Texas Ltd., L.L.P. ("Birch-TX"):

Name:	Birch Texas Holdings, Inc. ("Birch-TX Holdings")
Address:	3060 Peachtree Road, NW Suite 1065 Atlanta, GA 30305
Citizenship:	U.S.
Principal Business:	Holding Company
% Interest:	1% (directly in Birch-TX)

<sup>5</sup> Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

<sup>6</sup> While the Commission's rules for combined domestic and international applications require this information only for the assignee/transferee, *see* 47 C.F.R. §§ 63.04(b), 63.24(3)(2), Applicants are providing ownership information for both parties.

Name: Birch Telecom 1996, Inc. ("Birch-1996")  
Address: 3060 Peachtree Road, NW  
Suite 1065  
Atlanta, GA 30305  
Citizenship: U.S.  
Principal Business: Telecommunications  
% Interest: 100% (99% directly in Birch-TX and 1% indirectly  
as 100% owner of Birch-TX Holdings)

- 2) The following entity holds a ten percent (10%) or greater direct interest in **Birch Telecom of Oklahoma, Inc., Birch Telecom of the Great Lakes, Inc., Birch Telecom of the South, Inc., Birch Telecom of Missouri, Inc., and Birch Telecom of the West, Inc.:**

Name: Birch Telecom 1996, Inc.  
Address: 3060 Peachtree Road, NW  
Suite 1065  
Atlanta, GA 30305  
Citizenship: U.S.  
Principal Business: Holding Company  
% Interest: 100% (directly in each entity)

- 3) The following entity holds a ten percent (10%) or greater direct interest in **Birch Telecom 1996, Inc.:**

Name: Birch Telecom, Inc.  
Address: 3060 Peachtree Road, NW  
Suite 1065  
Atlanta, GA 30305  
Citizenship: U.S.  
Principal Business: Telecommunications  
% Interest: 100% (directly in Birch-1996)

- 5) The following entity holds a ten percent (10%) or greater direct interest in **Birch Telecom, Inc. ("BTI"):**

Name: Birch Communications, Inc. ("BCI")  
Address: 3060 Peachtree Road, NW  
Suite 1065  
Atlanta, GA 30305  
Citizenship: U.S.  
Principal Business: Telecommunications  
% Interest: 100% (directly in BTI)

- 6) The following individuals hold a ten percent (10%) or greater direct interest in Birch Communications, Inc.:

Name: Holcombe Green  
Address: One Buckhead Plaza  
3060 Peachtree St., NW, Suite 1060  
Atlanta, GA 30305  
Citizenship: U.S.  
Principal Business: Individual  
% Interest: 66% (directly in BCI)

Name: R. Kirby Godsey  
Address: One Buckhead Plaza  
3060 Peachtree St., NW, Suite 1060  
Atlanta, GA 30305  
Citizenship: U.S.  
Principal Business: Individual  
% Interest: 32% (directly in BCI)

No other person or entity owns or controls a ten percent or greater, direct or indirect, interest in Assignees. The remaining 2% is split between multiple stockholders.

Ownership of Assignors

- 1) The following entity holds a ten percent (10%) or greater direct interest in Cleartel Telecommunications, Inc., IDS Telecom Corp., NOW Communications, Inc., Supra Telecommunications and Information Systems Acquisition Corp., and Telecon Communications Corporation:

Name: Cleartel Communications, Inc.  
Address: 1960 S. Congress Ave., Suite 201  
Delray Beach, FL 33445  
Citizenship: U.S.  
Principal Business: Holding Company  
% Interest: 100%

- 2) The following entities hold a ten percent (10%) or greater, direct or indirect, interest in nii communications, ltd.:

Name: nii communications gp, llc ("nii gp")  
Address: 1960 S. Congress Ave., Suite 201  
Delray Beach, FL 33445  
Citizenship: U.S.  
Principal Business: Holding Company  
% Interest: 100% (as general partner holding 1% equity interest in nii)

Name: IH NII Acquisition, LLC ("IH")  
Address: 1960 S. Congress Ave., Suite 201  
Delray Beach, FL 33445  
Citizenship: U.S.  
Principal Business: Holding Company  
% Interest: 100% (99% directly as limited partner of nii and 1% indirectly as sole member of nii gp)

Name: Cleartel Communications, Inc.  
Address: 1960 S. Congress Ave., Suite 201  
Delray Beach, FL 33445  
Citizenship: U.S.  
Principal Business: Holding Company  
% Interest: 100% (indirectly as 100% owner of IH)

3) The following entity hold a ten percent (10%) or greater direct interest in Cleartel Communications, Inc.:

Name: MCG Capital Corporation  
Address: 1100 Wilson Boulevard  
Suite 3000  
Arlington, Virginia 22209  
Citizenship: U.S.  
Principal Business: Investment Company  
% Interest: 100%

Upon information and belief, no entity owns or controls 10% or more of MCG Capital Corporation.

There are no officers or directors of Assignees that also serve as an officer or director of a foreign carrier as defined in Section 63.09(d).

(i) (Answer to Question 14) Assignees certify that they are not foreign carriers, nor are they affiliated with foreign carriers, nor will they become affiliated with foreign carriers as a result of this transaction.

(j) (Answer to Question 15) Assignees certify that they do not seek to provide international telecommunications services to any destination country where:

- (1) An Assignee is a foreign carrier in that country; or
- (2) An Assignee controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of an Assignee, or that controls an Assignee, controls a foreign carrier in that country; or

- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of an Assignee and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

(k) Not applicable.

(l) Not applicable.

(m) Not applicable.

(n) Assignees certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

(p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants are or are affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), apply.

#### **VI. INFORMATION REQUIRED BY SECTION 63.04**

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b) Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12), 47 C.F.R. § 63.04(a)(6)-(12):

- (a)(6) A description of the proposed Transaction is set forth in **Section III** above.

(a)(7) The assets and customers being transferred as a result of the Transaction as located in the following states:

Assignees provide telecommunications services in thirty (30) states: Alabama, Arkansas, Colorado, Florida, Georgia, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, New York, North Carolina, North Dakota, Ohio, Oklahoma, Pennsylvania, South Carolina, South Dakota, Tennessee, Texas, Wisconsin, and Wyoming with certification pending in California and New Jersey.

CCI, through Assignors and Cleartel Telecommunications of Virginia, Inc. ("Cleartel-VA"),<sup>7</sup> provides competitive interexchange and local exchange services in Alabama, Arkansas, California, Delaware, Florida, Georgia, Illinois, Indiana, Kentucky, Louisiana, Maryland, Massachusetts, Michigan, Mississippi, Missouri, New Jersey, New York, North Carolina, Oklahoma, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas, Virginia, West Virginia, and Wisconsin. In addition to the states where Assignors and Cleartel-VA provide service, one or more of the Assignors are also authorized but do not provide telecommunications services in the following jurisdictions: the District of Columbia, Kansas, and Ohio.

As stated above, the Assignors are indirectly affiliated through their common ultimate owner, MCG, with the Broadview Entities. At least one of the Broadview Entities provides telecommunications service in the following jurisdictions: Alabama, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, the District of Columbia, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts,

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<sup>7</sup> Cleartel Telecommunications of Virginia, Inc. provides only intrastate telecommunications services in Virginia.

Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin.

(a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, Transferee (and its Affiliates) will have a market share in the interstate, interexchange market of less than 10 percent, and the Transferee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and none of the Applicants (or their Affiliates) are dominant with respect to any service.

(a)(9) By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to this transaction.

(a)(10) Prompt completion of the proposed transaction is critical to ensure that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transaction as soon as possible. No party, however, is requesting special consideration because it is facing imminent business failure.

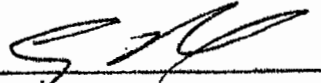
(a)(11) Not applicable.

(a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in Section IV above.

VI. CONCLUSION

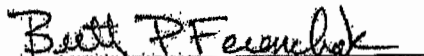
For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Indeed, failure to grant it would directly harm the public interest. In light of the particular need to ensure continuity of service to existing customers, Applicants respectfully request expedited treatment to permit Applicants to complete the Transactions as soon as possible.

Respectfully submitted,



Cary Roesel  
Technologies Management, Inc.  
2600 Maitland Center Parkway  
Suite 300  
Maitland, FL 32751  
Tel: 407-740-4006  
Fax: 407-740-0613  
croesel@tminc.com

Consultant to Assignees



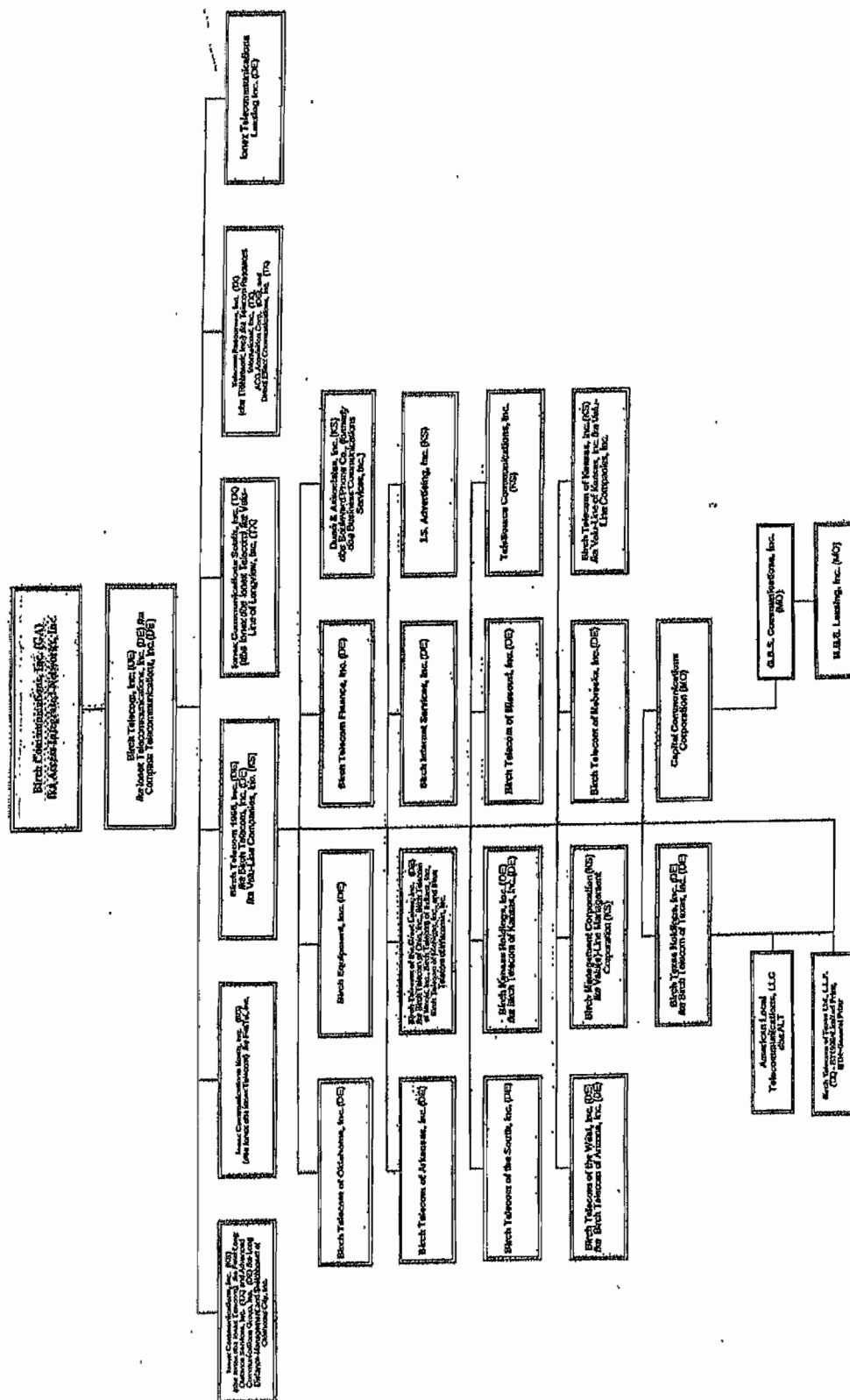
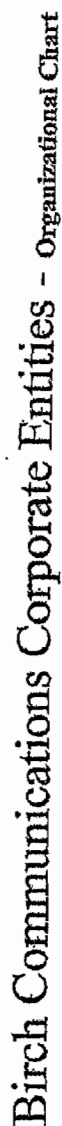
Catherine Wang  
Brett P. Ferencak  
Bingham McCutchen LLP  
2020 K Street, NW  
Washington, DC 20006-1806  
Tel: 202-373-6000  
Fax: 202-373-6001  
catherine.wang@bingham.com  
brett.ferencak@bingham.com

Counsel to Assignors

Dated: May 8, 2009

**EXHIBIT A**

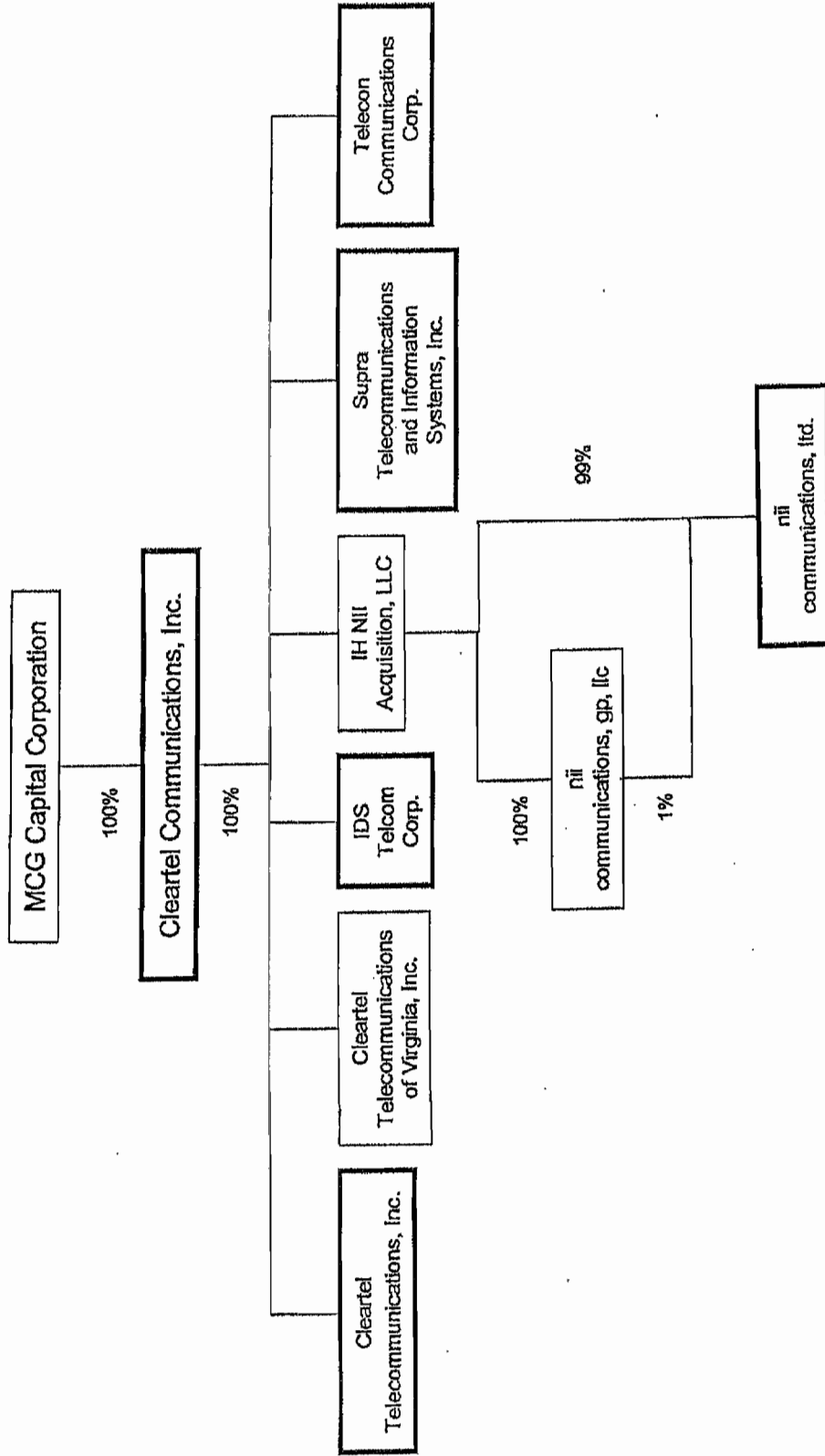
**Current Corporate Organizational Structure of Birch**



**EXHIBIT B**

**Current Corporate Organizational Structure of Assignors**

# Cleartel Communications Corporate Structure Chart



### EXHIBIT C

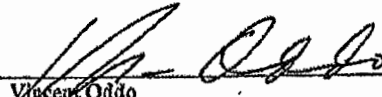
Pursuant to Section III, Assignors' assets and customers will be transferred to Assignees as follows:

Alabama	Birch Telecom of the South, Inc. d/b/a Birch Communications
Arkansas	Birch Communications, Inc.
California	Birch Telecom of the West, Inc. d/b/a Birch Communications (pending certification)
Florida	Birch Telecom of the South, Inc. d/b/a Birch Telecom d/b/a Birch Communications
Georgia	Birch Telecom of the South, Inc. d/b/a Birch Communications
Illinois	Birch Telecom of the Great Lakes, Inc. d/b/a Birch Communications
Indiana	Birch Telecom of the Great Lakes, Inc. d/b/a Birch Communications
Kentucky	Birch Telecom of the South, Inc. d/b/a Birch Communications of the Southeast
Louisiana	Birch Telecom of the South, Inc. d/b/a Birch Communications of the South
Massachusetts	Birch Communications, Inc.
Michigan	Birch Telecom of the Great Lakes, Inc. d/b/a Birch Communications
Mississippi	Birch Telecom of the South, Inc. d/b/a Birch Communications
Missouri	Birch Telecom of Missouri, Inc. d/b/a Birch Communications
N. Carolina	Birch Telecom of the South, Inc. d/b/a Birch Communications
New Jersey	Birch Communications, Inc. (pending certification)
New York	Birch Communications, Inc.
Oklahoma	Birch Telecom of Oklahoma, Inc. d/b/a Birch Communications
Pennsylvania	Birch Communications, Inc.
S. Carolina	Birch Telecom of the South, Inc. d/b/a Birch Communications
Tennessee	Birch Telecom of the South, Inc. d/b/a Birch Communications of the Southeast
Texas	Birch Telecom of Texas Ltd., LLP d/b/a Birch Communications
Wisconsin	Birch Telecom of the Great Lakes, Inc. d/b/a Birch Communications

VERIFICATION

STATE OF Georgia  
COUNTY OF Bibb

I, Vincent Oddo, being first duly sworn, do hereby certify, depose and state that I am President and Chief Executive Officer of Birch Communications, Inc. and that I am authorized to make this verification on behalf of the Assignees; that the foregoing Application was prepared under my direction and supervision; and that the contents with respect to Assignees are true and correct to the best of my knowledge, information and belief.

  
\_\_\_\_\_  
Vincent Oddo  
President / Chief Executive Officer  
Birch Communications, Inc.

Subscribed and sworn to before me, a Notary Public, this 8<sup>th</sup> day of May 2009.



  
\_\_\_\_\_

Commission expires: 12/4/2012

VERIFICATION

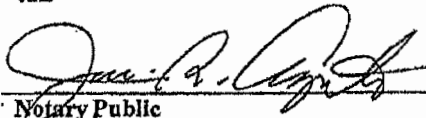
STATE OF FLORIDA  
COUNTY OF PALM BEACH

I, Keith Parsons, being first duly sworn, do hereby certify, depose and state that I am Vice President of Cleartel Communications, Inc. and that I am authorized to make this verification on behalf of Assignors in this Application; that the foregoing Application was prepared under my direction and supervision; and that the contents with respect to Assignors are true and correct to the best of my knowledge, information and belief.

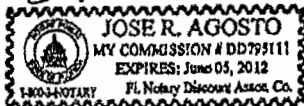


Keith Parsons  
Vice President  
Cleartel Communications, Inc.

Subscribed and sworn to before me, a Notary Public, 7TH day of MAY 2009.  
this



Notary Public



My Commission expires: June 05, 2012

Cleartel Communications Corporate Structure Chart

