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**BEFORE THE
TENNESSEE REGULATORY AUTHORITY**

Application of Birch Telecom of the South,)
Inc. and Birch Communications, Inc. for)
Approval of Financing Arrangements and)
Related Transactions)

Docket No. 09-00179

**BIRCH TELECOM OF THE SOUTH, INC. AND BIRCH COMMUNICATIONS, INC.
REQUEST FOR CONFIDENTIAL TREATMENT**

Birch Telecom of the South, Inc. and Birch Communications, Inc. (collectively, “Applicants”), by their attorneys, respectfully request that the Tennessee Regulatory Authority (“Authority”) grant protection from public disclosure and afford confidential treatment to the **CONFIDENTIAL** version of their Application for Approval of Financing Arrangement and Related Transactions (“Application”), including the draft Purchase Agreement submitted as **Exhibit A** to the Application and the current financial statements of Birch Communications, Inc. (“Financial Statements”) submitted as **Exhibit B** to the Application (collectively, “Documents”). Applicants request that the Authority afford the highest level of protective treatment to the Documents and asks that the Documents be made available only to the Authority.

Applicants request confidential treatment of the Application and Purchase Agreement because they contain revenue information and the private terms and conditions for the financing transaction. Applicants request confidential treatment of the Financial Statements because they contain detailed and highly confidential information regarding Birch Communications, Inc.’s assets, liabilities, and financial condition. The information provided in the Documents is proprietary, sensitive, commercial, and financial information that is not publicly available and, if released, could be used by Applicants’ competitors to cause competitive harm. The potential harm to Applicants is substantial, and the need for proprietary protection of this information

outweighs any need for public disclosure at this time. As such, the Documents should be afforded protection from public inspection.

Disclosure of the Documents would have adverse competitive consequences for Applicants. Absent protection from disclosure, Applicants' competitors would have access to sensitive and private financial data and proprietary information of Birch Telecom of the South, Inc. and Birch Communications, Inc., which are not publicly-traded companies. Because Applicants are operating in a highly competitive market, public availability of this information would adversely disadvantage Applicants. Release of this information to the public would cause undue economic damage and substantially harm Applicants' ability to compete in the marketplace.

Protection of the information provided in the Documents does not affect the public interest and does not restrict interested parties from participating in the administrative process. Furthermore, the harm that would result from disclosure of this information far outweighs the public interest in accessing this information.

All notices and inquiries concerning this request should be directed to:

Christopher Bunce
Vice President, Legal and General Counsel
Birch Communications, Inc.
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816-300-3322 (telephone)
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with a copy to:

Chérie R. Kiser
Cahill Gordon & Reindel LLP
1990 K Street, NW, Suite 950
Washington, DC 20006
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ckiser@cgrdc.com

Accordingly, and for the foregoing reasons, Applicants respectfully request that the Authority afford confidential treatment to the Documents. In the event that this request is denied, please provide the undersigned with notice of that determination prior to making the Documents available to the public. Applicants further request that the Authority stay the release of the Documents until such time as an application for review of the determination is resolved. Disclosure of the Documents without affording Applicants an opportunity to contest a finding against confidentiality would prejudice Applicants and render moot any successful appeal.

Respectfully submitted,

BIRCH TELECOM OF THE SOUTH, INC.
BIRCH COMMUNICATIONS, INC.

A handwritten signature in cursive script, reading "Cherie R. Kiser / etc", written over a horizontal line.

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Dated: November 4, 2009