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July 1, 2013

Via Federal Express and Electronic Filing

Chairman, Tennessee Regulatory Authority
c/o Sharla Dillon, Dockets and Records Manager
460 James Robertson Parkway
Nashville, Tennessee 37243

Re: Docket 13-00085 – Response to Data Request No. 1

Dear Ms. Dillon:

Birch Telecom of the South, Inc. dba Birch Communications of the South (“Birch”) and Ernest Communications, Inc. (“Ernest”) (Birch and Ernest collectively, the “Applicants”), hereby submit an original and four (4) copies and an electronic copy of the following response to Data Request No. 1 regarding the Joint Application for Approval to Transfer Assets and Customers (“Joint Application”) filed with the Tennessee Regulatory Authority (“Authority”) in the above-referenced docket.

- 1. Have the applicants made a similar filing with the FCC? If so, list any action taken and the associated docket number. If a schedule to complete the review of the filing has been established by the FCC, provide such with your response.**

The Applicants filed their Application for Consent to Transfer Control of Assets pursuant to Section 214 of the Communications Act of 1934, as Amended with the FCC on June 5, 2013 (“FCC Application”). The FCC Application can be found in WC Docket No. 13-146. On June 14, 2013 the FCC issued a Public Notice regarding the FCC Application, which states that the transfer will be automatically approved July 15, 2013. This Public Notice is enclosed as **Attachment 1.**

2. Provide a copy of the self-certification letter filed with the FCC in CC Docket No. 00-257 regarding transfer of customers.

The Applicants have not yet filed a self-certification letter with the FCC regarding this transaction in CC Docket No. 00-257. In accordance with 47 C.F.R. § 64.1120(e), the Applicants will file a self-certification letter no later than 30 days prior to the proposed transfer. The transfer is planned to occur on or around September 1, 2013. The Applicants will provide a copy of the self-certification letter to the Authority once it is submitted to the FCC.

Please date stamp the extra copy of this response and return it in the enclosed, postage-paid envelope. If you have any questions concerning this matter, please contact the undersigned.

Respectfully submitted,



Angela F. Collins

Counsel for Birch Telecom of the South,
Inc. d/b/a Birch Communications of the
South

Attachment

Attachment 1

FCC Public Notice



PUBLIC NOTICE

Federal Communications Commission
445 12th St., S.W.
Washington, D.C. 20554

News Media Information 202 / 418-0500
Internet: <http://www.fcc.gov>
TTY: 1-888-835-5322

DA 13-1369
Released: June 14, 2013

DOMESTIC SECTION 214 APPLICATION FILED FOR THE ACQUISITION OF CERTAIN ASSETS OF ERNEST COMMUNICATIONS, INC. BY BIRCH COMMUNICATIONS, INC.

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 13-146

Comments Due: June 28, 2013
Reply Comments Due: July 5, 2013

On June 5, 2013, Birch Communications, Inc. (Birch) and Ernest Communications, Inc. (Ernest) (together, Applicants) filed an application pursuant to section 63.03 of the Commission's rules¹ to transfer certain Ernest assets to Birch.

Ernest, a Georgia corporation, offers or is certificated to offer competitive local exchange and interexchange services in the District of Columbia and all 50 states. Joseph Ernest, a U.S. citizen, owns a 70 percent equity and voting interest in Ernest. Paul Masters, a U.S. citizen, owns a 30 percent equity and voting interest in Ernest. Birch, a Georgia corporation, offers or is certificated to offer through its operating subsidiaries competitive local exchange and interexchange services in the District of Columbia and 48 states with applications pending in Arizona and West Virginia. Birch Communications Holdings, Inc. (Birch Holdings), a Georgia corporation, owns a 100 percent equity and voting interest in Birch. Applicants state that Holcombe Green, a U.S. citizen, holds a 66 percent equity and voting interest, and R. Kirby Godsey, a U.S. citizen, holds a 32 percent equity and voting interest in Birch Holdings. Applicants further state that these individuals hold interests in Tempo Telecom, LLC, a reseller of prepaid wireless voice and data services in 18 states.

Pursuant to the terms of the proposed transaction, Birch will purchase certain assets from Ernest, including customer accounts and contracts in the District of Columbia and all 50 states in which Ernest operates. Applicants assert that the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(i) of the Commission's rules and that a grant of the application will serve the public interest, convenience, and necessity.²

Domestic Section 214 Application Filed for the Acquisition of Certain Assets of Ernest Communications, Inc. by Birch Communications, Inc., WC Docket No. 13-146 (filed June 5, 2013).

¹ 47 C.F.R. § 63.03; *see* 47 U.S.C. § 214.

² 47 C.F.R. § 63.03(b)(2)(i).

GENERAL INFORMATION

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 CFR § 63.03(a), interested parties may file comments **on or before June 28, 2013**, and reply comments **on or before July 5, 2013**. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.³ Comments should be filed using the Commission's Electronic Comment Filing System (ECFS). *See Electronic Filing of Documents in Rulemaking Proceedings*, 63 FR 24121 (1998).

- Electronic Filers: Comments may be filed electronically using the Internet by accessing the ECFS: <http://fjallfoss.fcc.gov/ecfs2/>.

In addition, e-mail one copy of each pleading to each of the following:

- 1) The Commission's duplicating contractor, Best Copy and Printing, Inc., fcc@bcpiweb.com; phone: (202) 488-5300; fax: (202) 488-5563;
- 2) Tracey Wilson, Competition Policy Division, Wireline Competition Bureau, tracey.wilson@fcc.gov;
- 3) Jodie May, Competition Policy Division, Wireline Competition Bureau, jodie.may@fcc.gov;
- 4) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

Filings and comments are available for public inspection and copying during regular business hours at the FCC Reference Information Center, Portals II, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. They may also be purchased from the Commission's duplicating contractor, Best Copy and Printing, Inc., Portals II, 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554; telephone: (202) 488-5300; fax: (202) 488-5563; e-mail: fcc@bcpiweb.com; url: www.bcpiweb.com.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at (202) 418-0530 (voice), (202) 418-0432 (tty).

For further information, please contact Tracey Wilson at (202) 418-1394 or Jodie May at (202) 418-0913.

- FCC -

³ Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.