

CAHILL GORDON & REINDEL LLP

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(011) 44.20.7920.9800
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ANGELA F. COLLINS | 202-862-8930 | acollins@cahill.com

August 28, 2013

Via Federal Express

Ms. Sharla Dillon
Docket Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

Re: Docket No. 13-00089

Dear Ms. Dillon:

Birch Telecom of the South, Inc. dba Birch Communications of the South ("Birch") and Lightyear Network Solutions, LLC ("Lightyear") hereby supplement their Joint Application filed in the above-referenced docket on June 18, 2013. Specifically, the parties attach a copy of the envelope in which the customer notices were mailed (Attachment 1), and a copy of the FCC slamming notice filed with the FCC on August 13, 2013 (Attachment 2). These items were requested by staff.

An original and four (4) copies of this filing are enclosed and it is also being filed electronically. Please date stamp the extra copy, and return it in the enclosed envelope. If you have any questions concerning this matter, please contact the undersigned.

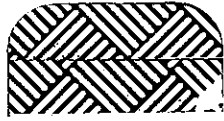
Respectfully submitted,



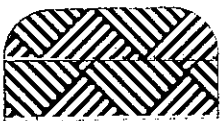
Angela F. Collins
Counsel for Birch Telecom of the South,
Inc. dba Birch Communications of the
South

Attachments

ATTACHMENT 1



LIGHTYEAR
Network Solutions



[REDACTED]
[REDACTED]
[REDACTED]
TN 37738

ATTACHMENT 2

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August 13, 2013

Via ECFS

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

**Re: CC Docket No. 00-257 - Notification Pursuant to 47 C.F.R. § 64.1120 for
Birch Communications, Inc., Lightyear Network Solutions, LLC, and SE
Acquisitions, LLC**

Dear Secretary Dortch:

Birch Communications, Inc. ("BCI"), on behalf of itself and the subsidiaries noted below (collectively, "Birch"), Lightyear Network Solutions, LLC ("Lightyear"), and SE Acquisitions, LLC dba Lightyear Network Solutions of Kentucky ("SE") (Birch, Lightyear, and SE collectively, the "Applicants"), hereby notify the Federal Communications Commission ("Commission") pursuant to 47 C.F.R. § 64.1120(e)(1) of the pending transfer of certain Lightyear and SE customers to Birch.

Parties to the Transaction: The Applicants filed a request for approval of the transfer of certain assets and customers of Lightyear and SE to Birch. That request is pending under WC Docket No. 13-164 and File Nos. ITC-ASG-20130617-00166, 00167, 00168, and 00169.

The following entities are involved in this transaction:

Lightyear Network Solutions, LLC
SE Acquisitions, LLC dba Lightyear Network Solutions of Kentucky

Birch Communications, Inc.
Birch Telecom, Inc.
Birch Telecom of Kansas, Inc. dba Birch Communications
Birch Telecom of Missouri, Inc. dba Birch Communications
Birch Telecom of Oklahoma, Inc. dba Birch Communications
Birch Telecom of Texas LTD LLP dba Birch Communications
Birch Telecom of the Great Lakes, Inc. dba Birch Communications
Birch Telecom of the South, Inc. dba Birch Communications
Birch Telecom of the West, Inc. dba Birch Communications
Birch Communications of Kentucky, LLC dba Birch Communications
Birch Communications of the Northeast, Inc. dba Birch Communications

Birch Communications of Virginia, Inc. dba Birch Communications
Ionex Communications, Inc. dba Birch Communications
Ionex Communications South, Inc. dba Birch Communications
Ionex Communications North, Inc. dba Birch Communications

Type of Telecommunications Services Provided to Affected Subscribers: Both Lightyear and SE provide interstate and international telecommunications services to its subscribers. The customer transfer involves customers currently receiving services from Lightyear in all 50 states and the District of Columbia, except Alaska, and customers that currently receive services from SE in Kentucky.

Planned Date of Transfer: Lightyear and SE customers will be transferred to Birch on or around September 15, 2013.

Certification of Compliance: Birch hereby certifies that it will comply with the requirement to provide advance notice to affected Lightyear and SE customers in accordance with 47 C.F.R. § 64.1120(e)(3), with the obligations specified in that notice as applicable, and with the other statutory and Commission requirements that apply to this streamlined process. Please see the attached verification.

Copy of Notice To Be Sent to Affected Subscribers: Drafts of the notices to be sent to affected subscribers are attached. Please note that there are specific customer notice drafts for use in the states of Colorado, Connecticut, Kentucky, Maryland, Massachusetts, New Jersey, New York, Oklahoma, Pennsylvania, Rhode Island, and Tennessee that comply with 47 C.F.R. § 64.1120 and applicable customer notice requirements in those states. Customers in all other states included in the transaction will receive the same notice in compliance with 47 C.F.R. § 64.1120.

If you have any questions regarding this matter, please contact the undersigned.

Respectfully submitted,



Angela E. Collins
Counsel for Birch Communications, Inc.

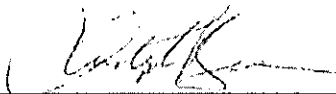
Attachments

Verification

I, Christopher J. Bunce, Senior Vice President, Legal, General Counsel of Birch Communications, Inc., Birch Telecom, Inc., and their subsidiaries hereby certify under penalty of perjury that the statements in the foregoing filing are true, complete, and correct to the best of my knowledge and belief.

Date:

7-16-13



Christopher J. Bunce
Senior Vice President, Legal, General Counsel



IMPORTANT NOTICE
REGARDING A CHANGE IN YOUR TELECOMMUNICATIONS SERVICES

Dear _____

Birch Communications ("Birch") and Lightyear Network Solutions ("Lightyear") are pleased to announce that Birch is acquiring Lightyear's local telephone and long distance telephone customers, as well as certain other customers receiving additional types of services from Lightyear. Subject to approval by the Federal Communications Commission and state regulators as necessary, Birch will replace Lightyear as your current telecommunications service provider on or after **[30 DAYS AFTER LETTER DATE]**, 2013 (the "Transfer Date"). As a result of this transaction, Birch will assume responsibility for all services previously provided to you by Lightyear. Birch is excited about the opportunity to provide your telecommunications service(s) and looks forward to a long and mutually rewarding business relationship.

Please rest assured, the transition will have little or no impact on your current services, nor will there be any interruption of your service. The agreement between Birch and Lightyear has been structured so that the transfer of service will be virtually seamless, other than the possibility of a minor change to your voice mail service for which you will receive additional information.¹ There, however, may be other changes to your service plan based on Birch's unique billing systems (e.g., customers currently utilizing a message or measured local service plan may be switched to a flat rate plan). In those cases, Birch will transition you in a neutral manner **with no increase to your regular monthly recurring charges**. You will retain all other service rates, features, terms, and conditions of service and your telephone number. Birch will not impose any charges for the transfer of your services to Birch and **no action is required from you**

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to continue your telecommunications service(s) with Birch. You will receive your first billing statement from Birch starting with your **[MONTH] 2013** or **[MONTH] 2013** bill. As in the past, you are responsible for paying all bills rendered to you by Lightyear during the transition of service.²

You do have the right to select a different carrier for your telecommunications service(s). If you choose to switch to an alternate carrier for services, you may incur a fee from that alternate carrier for the transfer of services to that alternate carrier. If you select a local telephone service provider other than Birch, you should also contact your current long distance provider to ensure that your current long distance plan is not changed. Please note that if you are a customer of Lightyear on the Transfer Date as set forth above, your account will automatically be transferred to Birch. In addition, should you have a term commitment with Lightyear and you disconnect or transfer services to another carrier prior to the end of that term, you will be liable to Birch for any applicable early termination charges, subject to applicable law. Please note that when your service is transferred to Birch, any preferred carrier "freeze" you have placed on your existing telephone lines to prevent unauthorized transfer of your services to another carrier will be over-ridden for purposes of this transaction and will need to be reinstated by you by contacting Birch after the transfer is complete.

If you have any questions regarding this transaction or questions about your service or billing prior to the Transfer Date set forth above, you should contact Lightyear at: **800-393-7300**.

If you have any questions regarding this transaction, or questions about your service or billing after the Transfer Date set forth above, you should contact Birch at **888-772-4724**.³

Lightyear thanks you for your business and Birch looks forward to providing you with quality service for many years to come.

Sincerely,

Lighyear Network Solutions and
Birch Communications

² Those customers interested in setting up online payments will be pleased to know Birch offers online payments and account updates.

³ **About Birch Communications** - Headquartered in Atlanta, Georgia, Birch Communications is one of the largest competitive local exchange carriers in its 48-state footprint, serving residential and business customers. Birch was the first in its class to deploy its own private IP network utilizing soft switch technology to deliver innovative, high quality, affordable voice and broadband communications services to small- and medium-sized business customers.



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You do have the right to select a different carrier for your telecommunications service(s). If you choose to switch to an alternate carrier for services, you may incur a fee from that alternate carrier for the transfer of services to that alternate carrier. If you select a local telephone service provider other than Birch, you should also contact your current long distance provider to ensure that your current long distance plan is not changed. Please note that if you are a customer of Lightyear on the Transfer Date as set forth above, your account will automatically be transferred to Birch. In addition, should you have a term commitment with Lightyear and you disconnect or transfer services to another carrier prior to the end of that term, you will be liable to Birch for any applicable early termination charges, subject to applicable law. Please note that when your service is transferred to Birch, any preferred carrier "freeze" you have placed on your existing telephone lines to prevent unauthorized transfer of your services to another carrier will be over-ridden for purposes of this transaction and will need to be reinstated by you by contacting Birch after the transfer is complete.

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If you have any questions regarding this transaction, or questions about your service or billing after the Transfer Date set forth above, you should contact Birch at **888-772-4724**.³

Lightyear thanks you for your business and Birch looks forward to providing you with quality service for many years to come.

Sincerely,

SE Acquisitions, LLC dba Lightyear
Network Solutions of Kentucky
and
Birch Communications of Kentucky, LLC

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You do have the right to select a different carrier for your telecommunications service(s). If you do not wish to receive service from Birch, you should select and contact an alternate carrier directly to arrange to transfer your service before **[20 DAYS BEFORE TRANSFER DATE]**. If you choose to switch to an alternate carrier for services, you may incur a fee from that alternate carrier for the transfer of services to that alternate carrier. If you select a local telephone service provider other than Birch, you should also contact your current long distance provider to ensure that your current long distance plan is not changed. Please note that if you are a customer of Lightyear on the Transfer Date as set forth above, your account will automatically be transferred to Birch. In addition, should you have a term commitment with Lightyear and you disconnect or transfer services to another carrier prior to the end of that term, you will be liable to Birch for any applicable early termination charges, subject to applicable law. Please note that when your service is transferred to Birch, any preferred carrier "freeze" you have placed on your existing telephone lines to prevent unauthorized transfer of your services to another carrier will be over-ridden for purposes of this transaction and will need to be reinstated by you by contacting Birch after the transfer is complete.

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LIGHTYEAR
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Birch
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Please rest assured, the transition will have little or no impact on your current services, nor will there be any interruption of your service. The agreement between Birch and Lightyear has been structured so that the transfer of service will be virtually seamless, other than the possibility of a minor change to your voice mail service for which you will receive additional information.¹ There, however, may be other changes to your service plan based on Birch's unique billing systems (e.g., customers currently utilizing a message or measured local service plan may be switched to a flat rate plan). In those cases, Birch will transition you in a neutral manner **with no increase to your regular monthly recurring charges**. You will retain all other service rates, features, terms, and conditions of service and your telephone number. Birch will not impose any charges for the transfer of your services to Birch and **no action is required from you**

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to continue your telecommunications service(s) with Birch. You will receive your first billing statement from Birch starting with your **[MONTH] 2013** or **[MONTH] 2013** bill. As in the past, you are responsible for paying all bills rendered to you by Lightyear during the transition of service.² Birch is required to advise you that if Birch changes any rates within ninety (90) days following the transfer of your service, Birch will provide you with a notice of the rate change thirty (30) days prior to the change date.

You do have the right to select a different carrier for your telecommunications service(s). If you choose to switch to an alternate carrier for services, you may incur a fee from that alternate carrier for the transfer of services to that alternate carrier. If you select a local telephone service provider other than Birch, you should also contact your current long distance provider to ensure that your current long distance plan is not changed. Please note that if you are a customer of Lightyear on the Transfer Date as set forth above, your account will automatically be transferred to Birch. In addition, should you have a term commitment with Lightyear and you disconnect or transfer services to another carrier prior to the end of that term, you will be liable to Birch for any applicable early termination charges, subject to applicable law. Please note that when your service is transferred to Birch, any preferred carrier "freeze" you have placed on your existing telephone lines to prevent unauthorized transfer of your services to another carrier will be over-ridden for purposes of this transaction and will need to be reinstated by you by contacting Birch after the transfer is complete.

If you have any questions regarding this transaction or questions about your service or billing prior to the Transfer Date set forth above, you should contact Lightyear at: **800-393-7300**.

If you have any questions regarding this transaction, or questions about your service or billing after the Transfer Date set forth above, you should contact Birch at **888-772-4724**.³

Lightyear thanks you for your business and Birch looks forward to providing you with quality service for many years to come.

Sincerely,

Lighyear Network Solutions and
Birch Communications of the South

² Those customers interested in setting up online payments will be pleased to know Birch offers online payments and account updates.

³ **About Birch** - Headquartered in Atlanta, Georgia, Birch is one of the largest competitive local exchange carriers in its 48-state footprint, serving residential and business customers. Birch was the first in its class to deploy its own private IP network utilizing soft switch technology to deliver innovative, high quality, affordable voice and broadband communications services to small- and medium-sized business customers.



IMPORTANT NOTICE
REGARDING A CHANGE IN YOUR TELECOMMUNICATIONS SERVICES

Dear _____

Birch Communications ("Birch") and Lightyear Network Solutions ("Lightyear") are pleased to announce that Birch is acquiring Lightyear's local telephone and long distance telephone customers, as well as certain other customers receiving additional types of services from Lightyear. Subject to approval by the Federal Communications Commission and state regulators as necessary, Birch will replace Lightyear as your current telecommunications service provider on or after **[30 DAYS AFTER LETTER DATE]**, 2013 (the "Transfer Date"). As a result of this transaction, Birch will assume responsibility for all services previously provided to you by Lightyear. Birch is excited about the opportunity to provide your telecommunications service(s) and looks forward to a long and mutually rewarding business relationship.

Please rest assured, the transition will have little or no impact on your current services, nor will there be any interruption of your service. The agreement between Birch and Lightyear has been structured so that the transfer of service will be virtually seamless, other than the possibility of a minor change to your voice mail service for which you will receive additional information.¹ You will retain your rates, features, terms, and conditions of service and your telephone number. Birch will not impose any charges for the transfer of your services to Birch and **no action is required from you to continue your telecommunications service(s) with Birch**. You will receive your first billing statement from Birch starting with your **[MONTH]** 2013 or **[MONTH]** 2013 bill.

¹ It will be necessary for you to reset your password and re-record your message greeting(s). Additionally, saved messages at the time of the transfer will no longer be retained. Birch will provide further details in a follow-up letter.

As in the past, you are responsible for paying all bills rendered to you by Lightyear during the transition of service.²

You do have the right to select a different carrier for your telecommunications service(s). If you choose to switch to an alternate carrier for services, you may incur a fee from that alternate carrier for the transfer of services to that alternate carrier. If you select a local telephone service provider other than Birch, you should also contact your current long distance provider to ensure that your current long distance plan is not changed. Please note that if you are a customer of Lightyear on the Transfer Date as set forth above, your account will automatically be transferred to Birch. In addition, should you have a term commitment with Lightyear and you disconnect or transfer services to another carrier prior to the end of that term, you will be liable to Birch for any applicable early termination charges, subject to applicable law. Please note that when your service is transferred to Birch, any preferred carrier "freeze" you have placed on your existing telephone lines to prevent unauthorized transfer of your services to another carrier will be over-ridden for purposes of this transaction and will need to be reinstated by you by contacting Birch after the transfer is complete.

If you have any questions regarding this transaction or questions about your service or billing prior to the Transfer Date set forth above, you should contact Lightyear at: **800-393-7300**.

If you have any questions regarding this transaction, or questions about your service or billing after the Transfer Date set forth above, you should contact Birch at **888-772-4724**.³

Lightyear thanks you for your business and Birch looks forward to providing you with quality service for many years to come.

Sincerely,

Lighyear Network Solutions and
Birch Communications

² Those customers interested in setting up online payments will be pleased to know Birch offers online payments and account updates.

³ **About Birch Communications** - Headquartered in Atlanta, Georgia, Birch Communications is one of the largest competitive local exchange carriers in its 48-state footprint, serving residential and business customers. Birch was the first in its class to deploy its own private IP network utilizing soft switch technology to deliver innovative, high quality, affordable voice and broadband communications services to small- and medium-sized business customers.



IMPORTANT NOTICE
REGARDING A CHANGE IN YOUR TELECOMMUNICATIONS SERVICES

Dear _____

Birch Communications ("Birch") and Lightyear Network Solutions ("Lightyear") are pleased to announce that Birch is obtaining Lightyear's telephone customers. Birch will replace Lightyear as your telephone company on or after **(date)**.¹ Birch is excited about the opportunity to provide your telephone service(s) and looks forward to a long and mutually rewarding business relationship.

Please rest assured, the transition will have little or no effect on your current services, nor will there be any interruption of your services. The transfer of service will be virtually seamless, other than the possibility of a minor change to your voice mail service for which you will receive additional information². However there may be changes to your local service plan based on Birch's unique billing systems (e.g., customers currently using a message or measured local service plan may be switched to a flat rate plan). In those cases, Birch will transition you in a neutral manner with **no increase to your regular monthly recurring charges**. You will keep all other service rates, features, terms and conditions of service, and your telephone number. No action is required from you to continue your telephone service(s) with Birch. There is no charge to transfer your service to Birch. You will receive your first billing statement from Birch starting with your **(month) 2013** or **(month) 2013** bill. You are still responsible for paying all bills rendered by Lightyear during the transition period.

You do have the right to select a different telephone company other than Birch. If you choose to switch to another telephone company, that company may charge you a fee for the transfer of services. You should also contact your long distance telephone company to make sure your current long distance plan is not changed. As a precaution, you will need to reestablish any preferred carrier "freeze" you had placed on your

¹ Subject to approval by the Federal Communications Commission and state regulators as necessary.

² It will be necessary for you to reset your password and re-record your message greeting(s). Additionally, saved messages at the time of the transfer will no longer be retained. Birch will provide further details in a follow-up letter.

existing telephone lines by contacting Birch after the transfer is complete. In addition, if you have a term commitment with Lightyear and you disconnect or transfer service to another telephone company other than Birch prior to the end of that term, you will be liable to Birch for any applicable early termination charges. If you have any questions regarding this transaction or questions about your service or billing prior to **(date)**, you should contact Lightyear at 888-393-7300. If you have any questions regarding this transaction or questions about your service or billing after **(date)**, you should contact Birch at 888-393-7300.³

Lightyear thanks you for your business and Birch looks forward to providing you with quality service for many years to come.

Sincerely,

Lightyear Network Solutions and
Birch Communications