



TENNESSEE REGULATORY AUTHORITY

502 Deaderick Street
Nashville, Tennessee 37243

July 28, 2016

Angela F. Collins, Esquire
Cahill Gordon & Reindel LLP
1990 K Street NW, Suite 950
Washington, D.C. 20006

Ms. Collins:

I am writing to you concerning your filing in TRA Docket No. 16-00018. Based upon information in the *Joint Application*, Birch Telecom Of The South, Inc. D/B/A Birch Communications Of The South ("Birch") And Primus Telecommunications Inc. ("Primus") are involved in a transaction where Birch will acquire all of Primus' customers. The *Joint Application* further represents that upon completion of the transaction, Primus will no longer offer telecommunications services in Tennessee and requests that after the Authority is notified that the transaction between Birch and Primus has been consummated that the TRA cancel Primus' certificate and any tariffs it has on file. Information on file with the TRA indicates that Primus notified the TRA that it will operate under Market Regulation in Docket No. 13-00100 on July 12, 2013. Birch and its parent company, Birch Communications, Inc., are companies certificated by the TRA to provide local exchange service.

The TRA's Legal Division has informed me that that the transaction described in the *Joint Application* is subject to the provisions of Tenn. Code Annotated § 65-5-109(r). The statute reads:

In the event that a carrier has elected market regulation and later chooses to exit the business of providing local exchange telephone service in an exchange by selling all of its network in that exchange to another entity, then the following shall apply:

- (1) If the purchasing entity is a certificated carrier of local exchange telephone service in this state, then no regulatory requirements shall apply, except that nothing in this section shall preclude the exercise of authority jurisdiction as set forth in subsection (m); and
- (2) Any purchasing entity that applies for a certificate in connection with a sale of the type described in this section shall be subject to no greater standards than those applied by the authority for other entities seeking certification pursuant to §

65-4-201; and an authority order granting or denying the certificate, including appropriate findings of fact and conclusions of law, shall be entered no later than thirty (30) days from the filing of the application.

This letter is to inform you that the transaction described in the *Joint Application* appears to meet the criteria set forth in Tenn. Code Annotated § 65-5-109(r). As such, no regulatory requirements apply to the transaction and no approval of the transaction is required. Given that no approval of the transaction described in *Joint Application* is required, this docket will be closed.

If you have any questions concerning this matter feel free to call me at 615-770-6894.

Sincerely,

A handwritten signature in black ink, appearing to read "Jerry Kettles". The signature is written in a cursive, flowing style.

Jerry Kettles
Chief, Economic Analysis & Policy Division