

WC 09-67

DOCKET FILE COPY ORIGINAL



May 8, 2009
Via Overnight Delivery

US BANK/FCC MAY 11 2009

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.tminc.com

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.

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

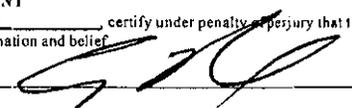
RECEIVED BY

MAY 14 2009
TECHNOLOGIES
MANAGEMENT, INC.

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	
SECTION A - PAYER INFORMATION		FCC USE ONLY	
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) TECHNOLOGIES MANAGEMENT, INC.		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,015.00	
(4) STREET ADDRESS LINE NO. 1 2600 MAITLAND CENTER PARKWAY, SUITE 300			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY MAITLAND		(7) STATE FL	(8) ZIP CODE 32751
(9) DAYTIME TELEPHONE NUMBER (include area code) 407-740-8575		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0005-0215-06		(12) FCC USE ONLY	
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 MACON		(17) STATE GA	(18) ZIP CODE 31210
(19) DAYTIME TELEPHONE NUMBER (include area code) 478-475-9800		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0005-0443-75		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE \$1,015.00	FCC USE ONLY	
(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	FCC USE ONLY	
(28B) FCC CODE 1	(29B) FCC CODE 2		
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>Carey Roesel, 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 		DATE <u>May 6, 2009</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD <input type="checkbox"/> VISA <input type="checkbox"/> AMEX <input type="checkbox"/> DISCOVER <input type="checkbox"/>			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	



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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:

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Sincerely,

Carey Roesel, Consultant to
Birch Communications, Inc.

CR/gjs
Enclosures

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

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 Telecom Corp.,)
nii 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. (“CCI”), Cleartel Telecommunications, Inc. (“CTI”), IDS Telcom 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.¹ 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

¹ 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. Clcartel 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.² 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 distance 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.

² 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. Ferenchak
Bingham McCutchen LLP
2020 K Street, NW
Washington, DC 20006-1806
Tel: 202-373-6000
Fax: 202-373-6001
catherine.wang@bingham.com
brett.ferenchak@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-214-19990729-00457.³

³ 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.⁴ 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.

⁴ 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 interest⁵ in Applicants as calculated pursuant to the Commission ownership attribution rules for wireline and international telecommunications carriers:⁶

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)

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

⁶ 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: Bireh 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"),⁷ 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,

⁷ 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.

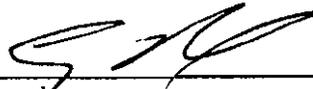
(a)(11) Not applicable.

(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

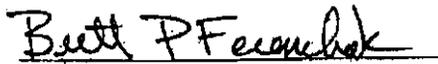
For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Indeed, failure to grant it would directly harm the public interest. In light of the particular need to ensure continuity of service to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

Respectfully submitted,



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Counsel to Assignors

Dated: May 8, 2009

EXHIBIT A

Current Corporate Organizational Structure of Birch



Birch Communications Corporate Entities - Organizational Chart

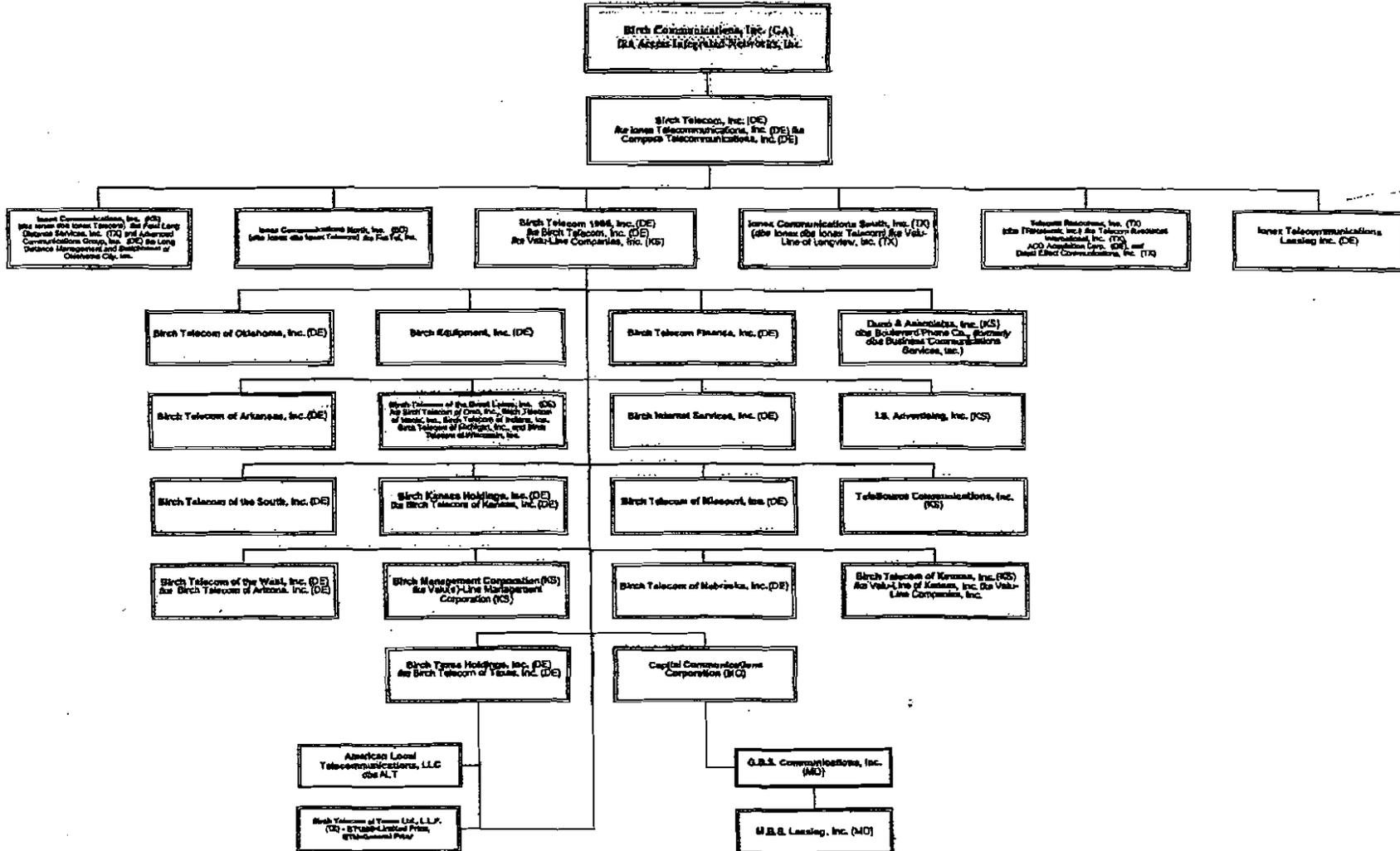


EXHIBIT B

Current Corporate Organizational Structure of Assignors

Cleartel Communications Corporate Structure Chart

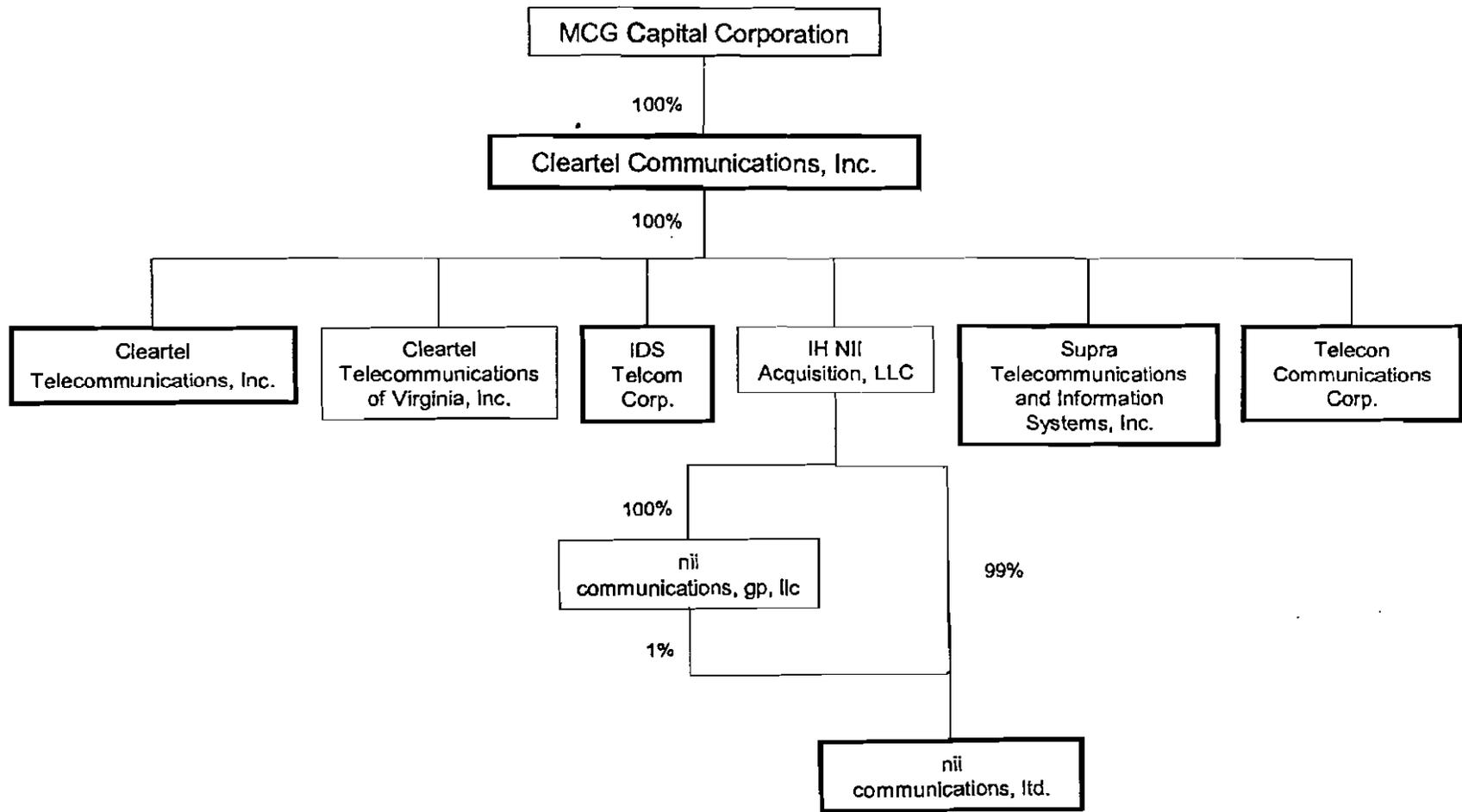


EXHIBIT C

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 8th day of May 2009.



Sharyl D. Fowler

My commission expires: 12/4/2012

VERIFICATION

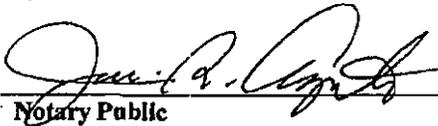
STATE OF FLORIDA
COUNTY OF PALM BEACH

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.

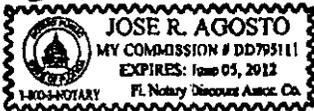


Keith Parsons
Vice President
Cleartel Communications, Inc.

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



Notary Public



My Commission expires: June 05, 2012