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December 26, 2002

BY HAND DELIVERY

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: Birch Telecom of Missouri, Inc., Notification of *Pro Forma* Assignment and
Transfer of Control of International Section 214 Authorization

Authorization File No.: ITC-214-19990701-00441

Dear Secretary Dortch:

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act") and Section 63.24(f)(2) of the Commission's rules, Birch Telecom of Missouri, Inc. ("Birch Missouri") (FRN# 0003732294), by its undersigned counsel, hereby notifies the Commission of a *pro forma* assignment and transfer of control of Section 214 authority formerly held by Birch Missouri to Birch Telecom of Missouri, Debtor-in-Possession ("Birch Missouri DIP") (FRN# 0008125056). The following assignment and transfer of control took place on July 29, 2002 and resulted from Birch Missouri and its parent company, Birch Telecom Inc. ("Birch") commencing a chapter 11 case under the Federal Bankruptcy Code:

1. Birch Missouri assigned its authority to provide international services on a resale basis between the United States and points foreign (File No. ITC-214-19990701-00441) to Birch Missouri DIP; and
2. Birch transferred control of Birch Missouri DIP to Birch Telecom, Inc., Debtor-in-Possession ("Birch DIP").

On June 29, 2002, upon the filing of its bankruptcy case in the U.S. Bankruptcy Court for the District of Delaware, the aforementioned assignment and transfers of control occurred. In connection with its bankruptcy filing, Birch DIP proposed a prepackaged chapter 11 plan of reorganization (the "Reorganization Plan"), for which Birch has solicited and received

Ms. Marlene H. Dortch
December 26, 2002
Page 2

sufficient votes to enable the Reorganization Plan to be confirmed by the U.S. Bankruptcy Court.¹

Birch Oklahoma also hereby respectfully requests an extension of time to file this notification, retroactive to August 28, 2002, the date 30 days after assignment and transfer of control on which this notice was otherwise due. Although the Commission was timely notified of the *pro forma* assignments and transfers of control of Birch and Birch's subsidiaries domestic Section 214 authorizations, through an attorney oversight, Birch and Birch Missouri neglected to notify the Commission of the effect of this bankruptcy on Birch's international Section 214 authorizations. In the process of coordinating the necessary bankruptcy filings, transaction documents, and recapitalization processes, counsel for the Birch and Birch Missouri inadvertently overlooked Birch's international Section 214 licenses, and now seek to remedy that omission. Birch and Birch Missouri apologize for this oversight and any inconvenience it may cause, and can assure the Commission that they have taken steps to prevent a repeat of this occurrence.

A certification that the assignment and transfer of control were *pro forma* and that, together with all previous *pro forma* transactions, did not result in a change in the actual controlling party is attached hereto as Exhibit A. In addition, pursuant to Section 63.23(f)(2) of the Commission's rules, Birch provides the following information:

(a) Name, Address and Telephone Number of the Parties for the Transferee/Assignee

Assignee

Name: Birch Telecom of Missouri, Inc., Debtor-in-Possession
Address: 2020 Baltimore Avenue
Kansas City, MO 64208
Telephone: (816) 300-3000

Transferee

Name: Birch Telecom, Inc., Debtor-in-Possession
Address: 2020 Baltimore Avenue
Kansas City, MO 64208
Telephone: (816) 300-3000

(b) State of Incorporation of the Transferee/Assignee

Birch Missouri DIP and Birch DIP are incorporated in the state of Delaware.

¹ *In re Birch Telecom, Inc., et. al.*, C.A. No. 02-1460 (JJF) (D. Del. September 18, 2002).

Ms. Marlene H. Dortch
December 26, 2002
Page 3

(c) Contact Information

Correspondence concerning this Application should be sent to:

Gregory C. Lawhon
Senior Vice President Public Policy and General Counsel
Birch Telecom, Inc.
2020 Baltimore Avenue
Kansas City, MO 64108
(816) 300-3000

with a copy addressed to:

Richard R. Cameron
Jeffrey A. Marks
Latham & Watkins
555 Eleventh Street N.W., Suite 1000
Washington, D.C. 20004-1304
(202) 637-2200

(d) Description of International Facilities and Services Authorized as to the Transferee/Assignee

Birch Missouri has assigned to Birch Missouri DIP its authority to provide international telecommunications services on a resale basis pursuant to Section 63.18(e)(2) of the Commission's Rules (File No. ITC-214-19990701-00441). Birch Missouri DIP has not previously been authorized to provide any international telecommunications services. Birch DIP has not previously held, and does not currently hold, authority to provide international telecommunications services.

(h) Shareholder Owning At Least Ten Percent or More of the Assignee/Transferee's Equity and the Percentage Equity Owned (to the Nearest One Percent)

For Birch Missouri DIP (Assignee)

Name: Birch Telecom, Inc., Debtor-in-Possession
Address: 2020 Baltimore Avenue
Kansas City, MO 64108
Citizenship: United States
Principal Business: Holding Company of Providers of Communications Services

Ms. Marlene H. Dortch
December 26, 2002
Page 4

Percentage of Equity: 100 percent

Name: BTI Ventures, LLC
Address: c/o Kohlberg, Kravis, Roberts & Co.
9 West 57th Street, 42nd Floor
New York, NY 10019
Citizenship: United States
Principal Business: Investments
Percentage of Equity: 90 Percent ownership in parent company, Birch DIP

Name: Kohlberg, Kravis, Roberts & Co.
Address: 9 West 57th Street, 42nd Floor
New York, NY 10019
Citizenship: United States
Principal Business: Investments
Percentage of Equity: 100 Percent ownership in BTI Ventures, LLC

For Birch Telecom, Inc., Debtor-in-Possession (Transferee)

Name: BTI Ventures, LLC
Address: c/o Kohlberg, Kravis, Roberts & Co.
9 West 57th Street, 42nd Floor
New York, NY 10019
Citizenship: United States
Principal Business: Investments
Percentage of Equity: 90 Percent

Name: Kohlberg, Kravis, Roberts & Co.
Address: 9 West 57th Street, 42nd Floor
New York, NY 10019
Citizenship: United States
Principal Business: Investments
Percentage of Equity: 100 Percent ownership in BTI Ventures, LLC

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Ms. Marlene H. Dortch
December 26, 2002
Page 5

Enclosed are an original and six copies of this notification. Please stamp and return to me the additional copy provided for that purpose. If you have any questions regarding this matter, please contact the undersigned at (202) 637-2200.

Sincerely,



Richard R. Cameron
Jeffrey A. Marks
LATHAM & WATKINS
555 Eleventh Street, N.W., Suite 1000
Washington, DC 20004-1304
Tel: (202) 637-2200
Fax: (202) 637-2201

EXHIBIT A
CERTIFICATION

The foregoing letter notifies the Commission of the following *pro forma* assignment and transfer of control:

- (1) Birch Telecom of Missouri, Inc. assigned its authority to provide international telecommunications services between the United States and points foreign (File No. ITC-214-19990701-00441) to Birch Telecom of Missouri, Inc., Debtor-in-Possession ("Birch Missouri DIP");
- (2) Birch Telecom, Inc. transferred control of Birch Missouri DIP to Birch Telecom, Inc., Debtor-in-Possession.

The undersigned hereby certify that the foregoing *pro forma* assignment and transfer of control, together with all other previous *pro forma* transactions, do not result in a change in actual control.

(Transferee)
BIRCH TELECOM, INC., DEBTOR-IN-POSSESSION

(Assignee)
BIRCH TELECOM OF MISSOURI, INC.,
DEBTOR-IN-POSSESSION

By: Gregory C. Lawhon
Gregory C. Lawhon
Senior Vice President
Birch Telecom, Inc., Debtor-in-Possession
Tel: (816) 300-3000
Fax: (816) 300-3247
E-mail: glawhon@birch.com

By: Gregory C. Lawhon
Gregory C. Lawhon
Senior Vice President
Birch Telecom of Missouri, Inc., Debtor-in-Possession
Tel: (816) 300-3000
Fax: (816) 300-3247
E-mail: glawhon@birch.com

Dated: 12/26/02

Dated: 12/26/02