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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 Oklahoma, Inc., Notification of *Pro Forma* Assignment and Transfer of Control of International Section 214 Authorization

Authorization File No.: ITC-214-20010418-00248

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 Oklahoma, Inc. ("Birch Oklahoma") (FRN# 0003732328), 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 Oklahoma to Birch Telecom of Oklahoma, Debtor-in-Possession ("Birch Oklahoma DIP") (FRN# 0008152001). The following assignment and transfer of control took place on July 29, 2002 and resulted from Birch Oklahoma and its parent company, Birch Telecom Inc. ("Birch") commencing a chapter 11 case under the Federal Bankruptcy Code:

1. Birch Oklahoma assigned its authority to provide facilities-based and resale international telecommunications services between the United States and points foreign (File No. ITC-214-20010418-000248) to Birch Oklahoma DIP; and
2. Birch transferred control of Birch Oklahoma 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 transfer 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

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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's subsidiaries' domestic Section 214 authorizations, through an attorney oversight, Birch and Birch Oklahoma 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 Oklahoma inadvertently overlooked Birch's international Section 214 licenses, and now seek to remedy that omission. Birch and Birch Oklahoma 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 Oklahoma, 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 Oklahoma 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).

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(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 Oklahoma has assigned to Birch Oklahoma DIP its authority to provide facilities-based and resale international telecommunications services pursuant to Sections 63.18(e)(1) and (e)(2) of the Commission's rules (File No. ITC-214-20010418-00248). Birch Oklahoma 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) Shareholders 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 Oklahoma 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

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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

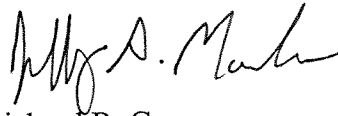
Name: Kohlberg, Kravis, Roberts & Co.
Address: 9 West 57th Street, 42nd Floor
New York, NY 10019
Citizenship: United States
Principal Business: Investments
Percentage of Equity: 100 Percent ownership in BTI Ventures, LLC

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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 Oklahoma, Inc. assigned its authority to provide international telecommunications services between the United States and points foreign (File No. ITC-214-20010418-00248) to Birch Telecom of Oklahoma, Inc., Debtor-in-Possession ("Birch Oklahoma DIP"); and
- (2) Birch Telecom, Inc. transferred control of Birch Oklahoma 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 OKLAHOMA, 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

Dated: 12/26/02

By:

Gregory C. Lawhon

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

Dated: 12/26/02