

Pro Forma
Ionex Communications South, Inc.,
Debtor-in-Possession

ITC-ASG-20060124-00123

SKADDEN, ARPS, SLATE, MEAGHER & FLOW LLP

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WASHINGTON, D.C. 20005-2111

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January 24, 2006

RECEIVED

JAN 24 2006

BY HAND DELIVERY
Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
12th Street Lobby, TW-A325
Washington, DC 20554

Federal Communications Commission
Office of Secretary

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

Dear Ms. Dortch:

Pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.24(d) and Section 63.24 (f) of the Commission's rules, Birch Telecom, Inc. ("Birch Telecom"), by undersigned counsel, hereby notifies the Commission that the company and all of its subsidiaries filed voluntary petitions for bankruptcy protection under Chapter 11 of the U.S. Bankruptcy Code on August 12, 2005. Accordingly, Birch Telecom now operates as Birch Telecom, Inc., Debtor-in-Possession ("Birch DIP") and each of Birch Telecom's subsidiaries also has been accorded Debtor-in-Possession status.¹ Given that the bankruptcy filing did not result in a change in the ultimate ownership or control of Birch Telecom, however, the transaction resulted only in a *pro forma* assignment and *pro forma* transfer of control of the international Section 214 authorizations held by the relevant Birch Telecom subsidiaries.²

Attached hereto as Exhibit B is a certification that the assignment and transfer of control were *pro forma* and that, together with all previous *pro forma*

¹ Attached hereto as Exhibit A is a list of the international Section 214 authorizations impacted by the Birch Telecom bankruptcy and the subsidiary to which each international Section 214 authorization has been issued.

² Each international Section 214 authorization underwent a *pro forma* assignment from the relevant subsidiary to that same subsidiary as Debtor-in-Possession. In addition, each subsidiary holding an international Section 214 authorization underwent an indirect *pro forma* transfer of control from Birch Telecom to Birch DIP. The transfer of control is *pro forma* because the shareholders of Birch Telecom and Birch DIP are identical.

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transactions, did not result in a change in the actual controlling party. In addition, pursuant to Section 63.24(f)(2)(i) of the Commission's rules, Birch provides the following information:

(a) Name, Address and Telephone Number of the Parties

Transferor

Name: Birch Telecom, Inc.
Address: 2300 Main Street, 6th Floor
Kansas City, MO 64108
Telephone: (816) 300-3000

Transferee

Name: Birch Telecom, Inc., Debtor-in-Possession
Address: 2300 Main Street, 6th Floor
Kansas City, MO 64108
Telephone: (816) 300-3000

(b) State of Incorporation

Birch Telecom and Birch DIP are organized under the laws of the state of Delaware.³

(c) Contact Information

Correspondence concerning this notice should be sent to:

Gregory C. Lawhon
Chief Executive Officer and General Counsel
Birch Telecom, Inc.
2300 Main Street, 6th Floor
Kansas City, MO 64108
(816) 300-3000

with a copy addressed to:

Brian D. Weiner
Skadden, Arps, Slate, Meagher & Flom LLP
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111
(202) 371-7604

³ Exhibit A lists the state of incorporation for each of the Birch Telecom subsidiaries that hold an international Section 214 authorization.

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

The Birch Telecom subsidiaries holding International Section 214
authorizations have been authorized to provide facilities-based and resale international
telecommunications services.

**(e) Shareholders Owning Ten Percent or More of Birch DIP's Equity and the
Percentage of Equity Owned (to the Nearest One Percent)**

Each of the Birch DIP subsidiaries holding an international Section 214
authorization is either directly or indirectly owned and controlled by Birch DIP.
There are no shareholders of Birch DIP owning ten percent or more of the company.

If you have any questions concerning this submission, please contact the
undersigned at (202) 371-7000.

Sincerely,



Brian D. Weimer
Counsel to Birch DIP

cc: David Krech, Federal Communications Commission

BIRCH TELECOM

International Section 214 Authorizations:

1. ITC-214-19990701-00441
 - a. Issued to: Birch Telecom of Missouri, Inc. (DE)
 - b. The following companies are parties to this 214:
 1. Birch Telecom of Kansas, Inc. (KS)
 2. Birch Telecom of Texas Ltd, L.L.P. (TX)
 3. Dunn & Associates, Inc. d/b/a Boulevard Phone Company (KS)
2. ITC-214-20010418-00248
 - a. Issued to: Birch Telecom of Oklahoma, Inc. (DE)
 - b. The following companies are parties to this 214:
 1. Birch Telecom of the Great Lakes, Inc. (DE)
 2. Birch Telecom of the South, Inc. (DE)
 3. Birch Telecom of the West, Inc. (DE)
3. ITC-214-19980312-00187

Issued to: Ionex Communications, Inc. (KS)
4. ITC-214-19980211-00098

Issued to: Ionex Communications North, Inc. (SD)
5. ITC-214-1998317-00192

Issued to: Ionex Communications South, Inc. (TX)
6. ITC-214-19980330-00209


Issued to: Telecom Resources, Inc. (TX)

Exhibit B

CERTIFICATION

The undersigned has reviewed the foregoing Notification of *Pro Forma* Assignment and Transfer of Control of International Section 214 Authorizations and hereby certifies that the *pro forma* assignments and transfers of control described therein, together with all other previous *pro forma* transactions, do no result in a change in actual control of Birch Telecom, Inc. or any of its subsidiaries.

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

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

Dated: January 24, 2006