

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
COPY
Page No. 1 of 1

(1) LOCKBOX #
358115

FCC/MELLON FEB 12 2001

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)
Dickstein Shapiro Morin & Oshinsky, LLP

Streamlined
BIRCH TELECOM OF MISSOURI, INC.

ITC-T/C-20010212-00102

nd

(4) STREET ADDRESS LINE NO. 1
2101 L Street, N.W.

(5) STREET ADDRESS LINE NO. 2

(6) CITY
Washington

DC

20037

(9) DAYTIME TELEPHONE NUMBER (include area code)
202-785-9700

(10) COUNTRY CODE (if not in U.S.A.)

(11) PAYER (FRN) FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED
53-0246695

(12) PAYER (TIN)

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B

IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

(13) APPLICANT NAME Birch Telecom of Missouri, Inc., Birch Telecom of Kansas, Inc., Birch Telecom of Texas Ltd., L.L.P. and Dunn & Associates, Inc. d/b/a Boulevard Phone Company

(14) STREET ADDRESS LINE NO. 1
2020 Baltimore Avenue

(15) STREET ADDRESS LINE NO. 2

(16) CITY
Kansas City

(17) STATE
MO

(18) ZIP CODE
64108

(19) DAYTIME TELEPHONE NUMBER (include area code)
816-300-3000

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN)

(22) APPLICANT (TIN)

0431795329

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE
CUTT

(25A) QUANTITY
1

(26A) FEE DUE FOR (PTC)

815.

(27A) TOTAL FEE

815.

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

(30) CERTIFICATION STATEMENT
I, Valerie M. Fulman

, 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 2/9/01

SECTION E - CREDIT CARD PAYMENT INFORMATION

(31)

MASTERCARD

MASTERCARD/VISA ACCOUNT NUMBER:
| | | | | | | | | | | | | | | | | | | | | |

EXPIRATION
| | | | |

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization herein described.
SIGNATURE _____ DATE _____

D I C K S T E I N S H A P I R O M O R I N & O S H I N S K Y L L P

2101 L Street NW • Washington, DC 20037-1526
Tel (202) 785-9700 • Fax (202) 887-0689

Writer's Direct Dial: (202) 833-5017
E-Mail Address: FurmanV@dsmo.com

February 9, 2001

VIA FEDERAL EXPRESS

Federal Communications Commission
International Bureau — Telecommunications
P.O. Box 358115
Pittsburgh, Pennsylvania 15251-5115

Re: Request for Approval of an Indirect Change in Control: Birch Telecom of Missouri, Inc., Birch Telecom of Kansas, Inc., Birch Telecom of Texas Ltd., L.L.P., and Dunn & Associates, Inc. d/b/a Boulevard Phone Company

Dear Sir or Madam:

On behalf of Birch Telecom of Missouri, Inc., Birch Telecom of Kansas, Inc., Birch Telecom of Texas Ltd., L.L.P., and Dunn & Associates, Inc. d/b/a Boulevard Phone Company (collectively “the Birch Subsidiaries”), pursuant to Section 63.18(e)(2) of the Commission’s Rules, we hereby submit an original and five (5) copies of a request for approval of an indirect change in control of the Birch Subsidiaries that occurred as a result of the decision of BTI Ventures LLC to exercise its options to purchase additional stock in Birch Telecom, Inc., the Birch Subsidiaries’ parent company.

A completed FCC Form 159 and a check in the amount of \$815 in payment of the Commission’s processing fee accompany this filing.

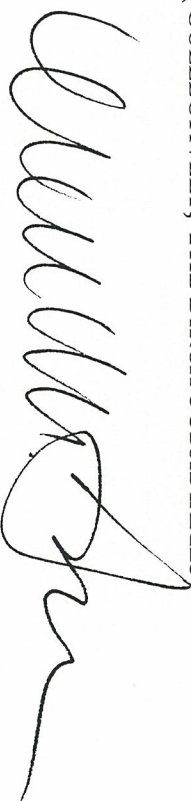
We have included an extra copy of this filing, marked “Stamp and Return.” Please date-stamp the extra copy to confirm your receipt, and return it to the courier.

Federal Communications Commission
International Bureau — Telecommunications
February 9, 2001
Page 2

Any questions regarding this filing may be directed to the undersigned.

Respectfully submitted,

BIRCH TELECOM OF MISSOURI, INC., BIRCH
TELECOM OF KANSAS, INC., BIRCH TELECOM OF
TEXAS LTD., L.L.P., AND DUNN & ASSOCIATES,
INC. D/B/A BOULEVARD PHONE COMPANY
(COLLECTIVELY, THE BIRCH SUBSIDIARIES)

By: 

Valerie M. Furman

VME/clh
Enclosure

Birch Telecom, Inc. owns 100% of the outstanding capital stock of each of the Birch Subsidiaries. In July/August 1999, Birch Telecom, Inc. sold \$60 million of its Series F Preferred Stock to BTI Ventures LLC, and concurrently granted BTI Ventures LLC options to purchase an additional \$50 million of Birch Telecom, Inc.'s Series F Preferred Stock. In March 2000, BTI Ventures LLC elected to exercise its options to purchase the additional \$50 million of Birch Telecom, Inc.'s Series F Preferred Stock. As a result of BTI Ventures LLC's decision to exercise its options, BTI Ventures LLC now beneficially owns 51.2% of Birch Telecom, Inc. Each of the Birch Subsidiaries continues to be a wholly-owned subsidiary of Birch Telecom, Inc., and the officers of each of the Birch Subsidiaries have not changed as a result of the above-described transaction.

Neither the names of the Birch Subsidiaries nor the location of each of the Birch Subsidiaries' corporate headquarters have changed as a result of the transaction, and the Birch Subsidiaries continue to provide the international long-distance telecommunications services of its underlying carriers pursuant to each of the Birch Subsidiaries' existing tariff provisions, including rates and charges. The Birch Subsidiaries' respective management personnel have not changed as a result of the transaction, service complaints and responses continue to be handled in the same manner, and customers are able to continue to contact the same toll-free 800-number to obtain service, make billing inquiries, and report outages. The indirect change in control of the Birch Subsidiaries that resulted from the above-described transaction was completed in a seamless fashion that did not adversely affect either the Birch Subsidiaries' customers or the Birch Subsidiaries' provision of telecommunications services pursuant to their authorization under Section 214 of the Communications Act of 1934, as amended. 47 U.S.C. § 214.

applicant, the *Notice* specifies that Birch Telecom of Kansas, Inc., Birch Telecom of Texas Ltd., L.L.P., and Dunn & Associates, Inc. d/b/a Boulevard Phone Company are also included in the grant of global international resale authority under Section 214. *Id.*

There was neither a direct transfer of control of the Birch Subsidiaries nor an assignment of Birch Subsidiaries' Section 214 authorization as a result of above-described transaction. Rather, the transaction resulted only in an indirect change in control of the Birch Subsidiaries. As stated above, following the transaction, the Birch Subsidiaries' have continued to operate under their respective existing names and pursuant to their respective existing tariff, and have continued to provide service in the same manner as they did prior to the transaction.

In support of its request for approval of an indirect change in control, and in accord with Section 63.18(e)(5) of the Commission's Rules, the Birch Subsidiaries hereby submit the following information:

1. Legal names, addresses and telephone numbers of the Birch Subsidiaries:

Birch Telecom of Missouri, Inc.
2020 Baltimore Avenue
Kansas City, Missouri 64108
(816) 300-3000

Birch Telecom of Kansas, Inc.
2020 Baltimore Avenue
Kansas City, Missouri 64108
(816) 300-3000

Birch Telecom of Texas Ltd., L.L.P.
2020 Baltimore Avenue
Kansas City, Missouri 64108
(816) 300-3000

Dunn & Associates, Inc. d/b/a Boulevard Phone Company
2020 Baltimore Avenue
Kansas City, Missouri 64108
(816) 300-3000

BTI Ventures LLC's legal name, address and telephone number:

BTI Ventures LLC
c/o Kohlberg Kravis Roberts & Co. L.P.

9 West 57th Street
New York, New York 10019
(212) 750-8300

2. The Birch Subsidiaries are all incorporated in the State of Delaware and are in good standing under the laws of that state. The Birch Subsidiaries currently operate as integrated telecommunications service providers, offering facilities-based and resold interexchange and local exchange telecommunications services to customers in the states of Missouri, Kansas, and Texas. As stated above, each of the Birch Subsidiaries is a wholly-owned subsidiary of Birch Telecom, Inc.

BTI Ventures LLC is incorporated in the State of Delaware. BTI Ventures LLC is affiliated with Kohlberg Kravis Roberts & Co. (“KKR”), an international private investment firm that makes equity investments in, among other things, telecommunications companies, through various entities for itself and its investors. For additional information about KKR, please see its Internet website at <http://www.kkr.com>.

3. The name, address and telephone number of the officer who should be contacted in connection with the general management of the Birch Subsidiaries is:

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

The names, addresses and telephone numbers of the Birch Subsidiaries’ legal counsel are:

Albert H. Kramer, Esq.
Valerie M. Furman, Esq.
Dickstein, Shapiro, Morin & Oshinsky, LLP
2101 L Street, N.W.
Washington, D.C. 20037
(202) 833-5017

and

Senior Vice President of Public Policy and General Counsel
Birch Telecom, Inc.
2020 Baltimore Avenue
Kansas City, Missouri 64108
(816) 300-3225

All correspondence or other communications regarding the instant filing should be directed to the Birch Subsidiaries' above-designated counsel.

The name, address and telephone number of the designated representative who should be contacted in connection with the general management of BTI Ventures LLC is:

James H. Greene, Jr.
President
BTI Ventures LLC
c/o Kohlberg Kravis Roberts & Co. L.P.
9 West 57th Street
New York, New York 10019
(212) 750-8300

Copies of any correspondence sent to the Birch Subsidiaries' designated counsel should also be directed to BTI Ventures LLC's designated counsel as follows:

Gregory Vogt, Esq.
Wiley, Rein & Fielding
1776 K Street, N.W.
Washington, D.C. 20006
(202) 719-3240

Counsel for BTI Ventures LLC

4. As stated above, effective August 11, 1999, the Birch Subsidiaries were granted global international resale authority under Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.18(e)(2) of the Commission's Rules.³

BTI Ventures LLC has not previously applied for or received any authority under Section 214 of the Communications Act of 1934, as amended,⁴ and does not by the instant application seek such authority.

5. BTI Ventures LLC is not a carrier (foreign or domestic) and does not have any affiliation, either directly or indirectly, with any foreign carrier, as the term "affiliation" is defined in Section 63.18 of the Commission's Rules. 47 C.F.R. §63.18.

a. BTI Ventures LLC Shareholders

The manager and approximately 95% owner of BTI Ventures LLC is KKR 1996 Fund L.P., a Delaware limited partnership ("Fund L.P."), located at the same address as BTI Ventures LLC. Each of two state retirement funds holds approximately a 13% limited partnership interest in Fund L.P. No other partner, limited or general, holds a 10% or greater interest in Fund L.P. The sole general partner of this partnership is KKR Associates 1996 L.P., a Delaware limited partnership ("Associates L.P."). The sole general partner of Associates L.P. is KKR 1996 GP LLC, a Delaware limited liability company, whose managers are Henry R. Kravis and George R. Roberts. All of these entities are affiliated with Kohlberg Kravis Roberts & Co. L.P. ("KKR"), an international private investment firm that makes equity investments in, among other things, telecommunications companies, through various entities such as those described above for itself and its investors. For additional information about KKR, please see its website at

³ *Id.*

⁴ 47 U.S.C. § 214.

<http://www.kkr.com>. An organizational chart of BTI Ventures LLC is included as Exhibit 1 hereto.

6. The Birch Subsidiaries and BTI Ventures LLC each certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier or administration with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market, and further certify that they will not enter into such agreements in the future.

7. The Birch Subsidiaries and BTI Ventures LLC each certify that neither the Birch Subsidiaries, BTI Ventures LLC, or any party to this request is subject to a denial of Federal benefits pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules or Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. §853a.


8. The Birch Subsidiaries and BTI Ventures LLC respectfully request streamlined processing of the instant request pursuant to Section 63.12 of the Commission's Rules. As stated above, there was neither a direct transfer of control of the Birch Subsidiaries nor an assignment of the Birch Subsidiaries' Section 214 authorization as a result of the above-described transaction. The transaction resulted only in an indirect change in control of the Birch Subsidiaries, and did not result in the Birch Subsidiaries becoming affiliated, either directly or indirectly, with a foreign carrier on any U.S. international route. In addition, following the transaction, the Birch Subsidiaries have continued to operate under their respective existing names and pursuant to their respective existing tariffs, and have continued to provide service in the same manner they did prior to the transaction. Accordingly, the Birch Subsidiaries and BTI Ventures LLC believe the instant request qualifies for streamlined processing.

CONCLUSION

WHEREFORE, the Birch Subsidiaries and BTI Ventures LLC respectfully request that the Commission grant the instant request for approval of an indirect change in control of the Birch Subsidiaries.

Respectfully submitted,

BIRCH TELECOM OF MISSOURI, INC., BIRCH
TELECOM OF KANSAS, INC., BIRCH TELECOM OF
TEXAS LTD., L.L.P., AND DUNN & ASSOCIATES,
INC. D/B/A BOULEVARD PHONE COMPANY
(COLLECTIVELY, THE BIRCH SUBSIDIARIES)

By: 
Gregory C. Lawhon, Esq.
Senior Vice President of Public Policy and
General Counsel
Birch Telecom, Inc.

On behalf of the Birch Subsidiaries

Dated: February 8, 2001

BPI VENTURES LLC

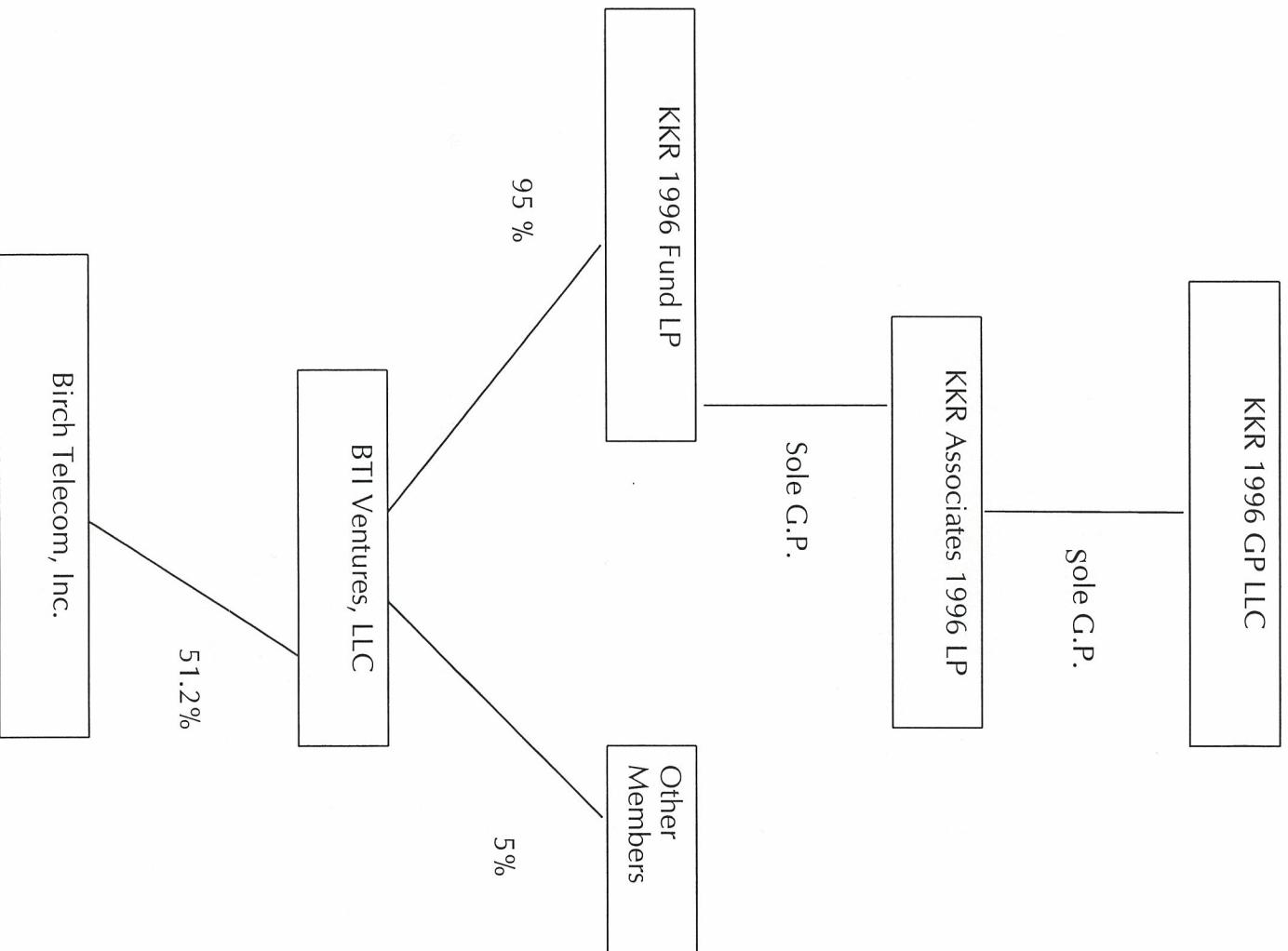
By: 

Name: Alexander Navab

Title:

Dated: February 8, 2001

BTI VENTURES LLC ORGANIZATIONAL CHART



D I C K S T E I N S H A P I R O M O R I N & O S H I N S K Y L L P

2101 L Street NW • Washington, DC 20037-1526

RECEIVED

Tel (202) 785-9700 • Fax (202) 887-0689

MAR 05 2001

Writer's Direct Dial: (202) 833-5017
E-Mail Address: FurmanV@dsno.com

RECEIVED

March 1, 2001

MAR - 2 2001

Telecom Division
International Bureau

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

VIA HAND DELIVERY

Magalie Roman Salas, Secretary
Federal Communications Commission
The Portals
445 12th Street, S.W.
Washington, DC 20554

Re: Supplement to Request for Approval of an Indirect Change in Control: Birch
Telecom of Missouri, Inc., Birch Telecom of Kansas, Inc., Birch Telecom of Texas
Ltd., L.L.P., and Dunn & Associates, Inc. d/b/a Boulevard Phone Company

Dear Ms. Salas:

On behalf of Birch Telecom of Missouri, Inc., Birch Telecom of Kansas, Inc., Birch Telecom of Texas Ltd., L.L.P., and Dunn & Associates d/b/a Boulevard Phone Company, Inc. ("the Birch Subsidiaries"), pursuant to a request from Ms. Belinda Nixon of the International Bureau's staff, we hereby submit an original and five (5) copies of a supplement to the Birch Subsidiaries' request for approval of an indirect change in control.

We have included an extra copy of this submission, marked "Stamp and Return." Please sign and date the extra copy to confirm your receipt and return it to the courier.

ATTACHMENT A

1. Citizenship of BTI Ventures LLC:

United States

2. Investment in other telecommunications companies by BTI Ventures, LLC:

As stated in its application, BTI Ventures LLC (“BTI”) is affiliated with Kohlberg Kravis Roberts & Co. (“KKR”), an international private investment firm that makes equity investments in, among other things, telecommunications companies, through various entities for itself and its investors. KKR’s citizenship is United States.

BTI has not invested in any telecommunications companies other than Birch Telecom, Inc. (the Birch Subsidiaries’ parent company). Other entities that are affiliated with KKR have invested in New South Holdings, Inc., a U.S.-based non-dominant provider of domestic and international telecommunications services, Intermedia Communications, Inc., a U.S.-based non-dominant provider of domestic and international telecommunications services, and FirstMark Communications Europe SA, a European broadband company with operations in Luxembourg, Germany, Switzerland, Spain, France and Portugal.