



November 15, 2007
Via Overnight Delivery

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 Mellon Bank
Post Office Box 358145
Pittsburgh, PA 15251-5145

RE: Notice of Transfer of Control

In the Matter of the Consolidated Application of **Birch Telecom, Inc.** and **Access Integrated Networks, Inc.**, for Authority pursuant to Section 214 of the Communications Act of 1934, as Amended, to Transfer Control of an Authorized Domestic and International Carrier

Dear Ms. Dortch:

Enclosed for filing please find one (1) original and one (1) copy of the Notice of Transfer of Control filed on behalf of Birch Telecom, Inc. ("Birch") and Access Integrated Networks, Inc. ("AIN"), along with the filing fee of \$965.00.

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.

Any questions you may have regarding this transaction should be directed to my attention at (407) 740-3004 or via email to rnorton@tminc.com. Thank you for your assistance.

Sincerely,

Robin Norton
Consultant

RN/gs
Enclosure

cc: Chris Bunce, Birch
Sharyl Fowler, AIN
file: AIN – Birch
tms: FCCx0701

TECHNOLOGIES MANAGEMENT, INC.

P.O. BOX 200
WINTER PARK, FL 32790-0200
(407) 740-8575

AMSOUTH BANK OF FLORIDA

63-466-631

11/13/2007

PAY TO THE ORDER OF: Federal Communications Commission

\$ **965.00

Nine Hundred Sixty-Five and 00/100*****

DOLLARS

Federal Communications Commission
The Portals
445 Twelfth Street S.W.
Washington, DC 20554

TECHNOLOGIES MANAGEMENT, INC.



AUTHORIZED SIGNATURE

MEMO

Filing fee for AIN

⑈044667⑈ ⑆063104668⑆ 3720575084⑈

TECHNOLOGIES MANAGEMENT, INC.

Federal Communications Commission
774.000 · Client reimbursement other

11/13/2007

44667

965.00

Amsouth New Operati Filing fee for AIN

965.00

(1) LOCKBOX #	REMITTANCE ADVICE	SPECIAL USE
		FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (If paying by credit card, enter name exactly as it appears on your card) TECHNOLOGIES MANAGEMENT, INC.		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00
(4) STREET ADDRESS LINE NO. 1 210 NORTH PARK AVENUE		
(5) STREET ADDRESS LINE NO. 2		
(6) CITY WINTER PARK	(7) STATE FLORIDA	(8) ZIP CODE 32789
(9) DAYTIME TELEPHONE NUMBER (Include area code) 407-740-8575	(10) COUNTRY CODE (If not in U.S.A.)	

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

(11) PAYER (FRN) 0005-0215-06	(12) FCC USE ONLY
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**IF MORE THAN ONE APPLICATION, USE CONTINUATION SHEETS (FORM 159-C)
COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET**

(13) APPLICATION NAME ACCESS INTEGRATED NETWORKS, INC.		
(14) STREET ADDRESS LINE NO. 1 4885 RIVERSIDE DRIVE		
(15) STREET ADDRESS LINE NO. 2 SUITE 304		
(16) CITY MACON	(17) STATE GEORGIA	(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
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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 \$965.00	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, Robin Norton, Consultant to Access Integrated Networks, Inc., 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 Robin Norton DATE: November 15, 2007

SECTION E - CREDIT CARD PAYMENT INFORMATION

MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____

ACCOUNT NUMBER _____ EXPIRATION DATE _____

I hereby authorize the FCC to charge my credit card for the service(s) / authorization herein described.

SIGNATURE _____ DATE _____

**Before the
Federal Communications Commission
Washington, D.C. 20554**

In the Matter of)	
)	
Birch Telecom, Inc., Transferor)	
)	File No. ITC-T/C-_____
and)	
)	WCB Docket No. _____
Access Integrated Networks, Inc., Transferee)	
)	
Consolidated Application for Authorization)	
to Transfer Control of Birch Telecom, Inc.)	
Pursuant to Section 214 of the)	
Communications Act of 1934)	

To: International Bureau
Wireline Competition Bureau

**CONSOLIDATED APPLICATION FOR AUTHORIZATION TO TRANSFER CONTROL OF
BIRCH TELECOM, INC.**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), and Sections 63.03, 63.04 and 63.24 of the Commission's Rules, Birch Telecom, Inc. ("Birch" or "Transferor"), along with Access Integrated Networks, Inc. ("AIN" or "Transferee") (together "Applicants"), hereby seek authority to transfer control of Birch, which holds certain domestic and international Section 214 authorizations both directly and indirectly, to AIN. The Applicants have entered into a purchase agreement by which AIN will purchase 100% of Birch's equity. As a result of the transfer, Birch will be a wholly-owned subsidiary of AIN.

In Section IV of this application, the Applicants provide the information required by Sections 63.18 and 63.24 of the Commission's Rules for transfer of control. As specified by Section 63.04(b) of the Commission's Rules, the additional information required for the transfer of the domestic authorizations is provided in Section V.

Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's Rules. As will be shown below, both the domestic and international components of this application qualify for streamlined processing.

I. DESCRIPTION OF THE APPLICANTS

A. Transferor (FRN: 0014685887, Birch Telecom, Inc.)

Transferor is a Delaware corporation headquartered in Kansas City, Missouri, that through its twenty-eight direct and indirect subsidiaries, provides voice and data services to small and medium-sized business customers in twenty-six states. All Birch subsidiaries are located at Transferor's address in Kansas City, Missouri.

B. Transferee (FRN: 0005044375, Access Integrated Networks, Inc.)

Transferee, a privately-held Georgia company headquartered in Macon, Georgia, provides local and long distance services to residential and small business customers in nine states.

II. DESCRIPTION OF THE TRANSACTION

On November 1, 2007, Applicants entered into a purchase agreement ("Agreement") whereby AIN proposes to purchase all ownership interests in Birch in return for a cash payment. AIN is 100% owner of Access Merger which was organized for the purpose of merging with and into Birch. When the Transfer is consummated, Access Merger will merge out of existence and Birch will survive as a wholly owned subsidiary of AIN. Birch will continue to hold 100% of the equity, directly or indirectly, of each of its subsidiaries, with no change. In addition, no change in management or corporate structure is contemplated in the foreseeable future. The post-transaction corporate structure is attached hereto as Exhibit A.

III. PUBLIC INTEREST STATEMENT

The transfer of control to AIN will serve the public interest. AIN's experience and success in the local and long distance residential and business services markets make it particularly well-qualified to expand its operations as contemplated by its acquisition of Birch. The Transfer will be transparent to the Birch companies' customers and will not have an adverse effect on them. Customers will continue to enjoy the same services, rates, and quality that the Birch companies currently provide.

The Applicants expect that the result of this Transaction will increase competitive choice for consumers by bringing together companies that possess singular experience and strategic vision in their respective regional U.S. markets. The local and interexchange residential and business markets are highly competitive, and numerous independent providers including AIN and Birch, compete against larger

ILECs and RBOCs. In this respect, AIN's acquisition of and partnering with Birch will increase the ability of both companies to provide meaningful competition against larger providers through greater efficiencies and economies of scale. This increased competitive power in turn will give rise to better prices, higher service quality, and increased innovation.

IV. ADDITIONAL INFORMATION REQUIRED BY SECTIONS § 63.18 AND 63.24 OF THE COMMISSION'S RULES

In accordance with Sections 63.18 and 63.24(e) of the Commission's Rules, the Applicants submit the following information in support of this application:

Information Provided for Transferor and Transferee

(a) Name, address and telephone number:

Transferor: Birch Telecom, Inc.
2300 Main Street, Suite 600
Kansas City, Missouri 64108
(816) 300-3000

Transferee: Access Integrated Networks, Inc.
4885 Riverside Drive, Ste 304
Macon, GA 31210
Telephone: 478- 475-9800

(b) Corporate Organization:

Transferor: Birch is a corporation organized under the laws of Delaware.

Transferee: AIN is a corporation organized under the laws of Georgia.

(c) Correspondence concerning this Application should be sent to:

Transferor: Christopher Bunce, Vice President and General Counsel
Birch Telecom, Inc.
2300 Main Street, Suite 600
Kansas City, Missouri 64108
Telephone: (816) 300-3322
Facsimile: (816) 300-3350
E-mail: cbunce@birch.com

Transferee: Sharyl D. Fowler
Access Integrated Networks, Inc.
4885 Riverside Drive, Suite 304
Macon, Georgia 31210
Telephone: (478) 476-1165
Facsimile: (478) 405-3112
E-mail: Sharyl.fowler@accesscomm.com

With a copy to: Robin Norton
Technologies Management, Inc.
300 Maitland Center Parkway, Suite 300
Maitland, Florida 32751
Telephone: (407) 740-3004
Facsimile: (407) 740-0613
E-mail: rnorton@tminc.com

and

Angela F. Collins, Esq.
Mintz Levin Cohn Ferris Glovsky & Popeo PC
701 Pennsylvania Ave., NW
Washington, DC 20004
Telephone: (202) 434-7394
Fax: (202) 434-7400
afcollins@mintz.com

(d) International Section 214 Authorizations:

Transferor: Please see Exhibit B for a list of international 214 authorizations issued to subsidiaries of Transferor.

Transferee: AIN also has international Section 214 global resale authority pursuant to FCC rules (ITC-214-19970926-00584).

Information Provided for Transferee

(h) Ten Percent or Greater Interest Holders:

AIN is wholly owned by Access Investors, LLC, a venture capital enterprise, which in turn is owned by Holcombe Green (62%) and R. Kirby Godsey (33%), both United States citizens, and who each may be reached at One Buckhead Plaza, 3060 Peachtree St, NW, Suite 1060, Atlanta, GA 30305. No other person or entity owns a ten percent (10%) or greater direct or indirect ownership in AIN. No officer or director of AIN will also be an officer or director of any foreign carrier. The ten percent (10%) or greater direct or indirect owners of AIN do not hold any interest in telecommunications related entities that are not part of this transaction.

(i) Foreign Carrier Affiliation:

AIN certifies that it is not affiliated with any foreign carrier.

(j) Foreign Carrier and Destination Countries:

AIN certifies that it does not seek to provide international telecommunications service to any destination where: (1) AIN is a foreign carrier in that country; (2) AIN controls a foreign carrier in that country; (3) any entity that owns more than a 25% interest in AIN, or controls AIN, controls a foreign carrier in that country; or (4) two or more parties own, in the aggregate, more than 25% of AIN and are parties to, or the beneficiaries of, a contractual relationship that affects the provision or marketing of international basic telecommunications services in the United States.

(k) Showing of WTO Membership for Destination Countries:

Not applicable; AIN is not affiliated or otherwise related to any foreign carrier on any international route for which AIN provides service.

(l), (m) Showing of Non-Dominance/Regulatory Classifications:

Not applicable; AIN is not affiliated or otherwise related to any foreign carrier on any international route which AIN provides service.

(n) Concessions:

AIN certifies that it has not agreed and will not agree in the future to accept any direct or indirect special concessions from a foreign carrier or administration with regards to traffic or revenue flows between the United States and any foreign countries the company is authorized to serve.

(o) Federal Benefits:

AIN certifies pursuant to Sections 1.2001 through 1.2003 that no party to the application is subject to a denial of Federal Benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 862.

(p) Streamlined Processing:

This application is entitled to streamlined processing pursuant to Section 63.12 of the Commission's Rules because the information provided herein clearly demonstrates: (1) AIN is not affiliated with a foreign carrier on any route for which authority is sought; (2) AIN is not affiliated with any dominant U.S. carrier whose international switched or private lines services it seeks to resell; and (3) AIN is not requesting authority to provide switched service over private lines to countries not previously authorized for service by the Commission.

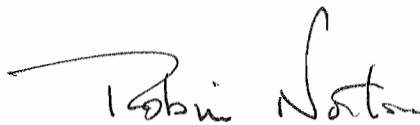
V. ADDITIONAL INFORMATION REQUIRED BY SECTION § 63.04 OF THE COMMISSION'S RULES

Pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04(b), the Applicants submit the following additional information in support of their application to transfer control under Section 214 of the Act, as attached hereto as Exhibit C.

VI. CONCLUSION

For these reasons, the grant of this Application is consistent with the public interest and Applicants respectfully request that the Commission grant this Application as expeditiously as possible through its streamlined procedures.

Respectfully submitted,

A handwritten signature in black ink that reads "Robin Norton". The signature is written in a cursive style with a long horizontal stroke extending to the left.

Robin Norton, Consultant
Technologies Management, Inc.
2600 Maitland Center Parkway, Suite 300
Maitland, FL 32751

Dated: November 15, 2007

VERIFICATION

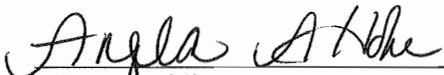
STATE OF MISSOURI
COUNTY OF JACKSON

I, Christopher Bunce, being first duly sworn, do hereby certify, depose and state that I am Vice President and General Counsel for Birch Telecom, Inc. and that I am authorized to make this verification on behalf of Birch Telecom, Inc.; that I have read the foregoing Application; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.

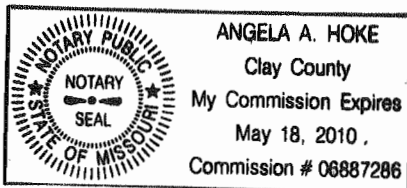


Christopher Bunce
Vice President and General Counsel
Birch Telecom, Inc.

Subscribed and sworn to before me, a Notary Public, 9th day of November 2007
this


Notary Public

My Commission expires: 5/18/2010



VERIFICATION

STATE OF GEORGIA
COUNTY OF BIBB


I, Vincent M. Oddo, being first duly sworn, do hereby certify, depose and state that I am President/Chief Executive Officer for Access Integrated Networks, Inc. and that I am authorized to make this verification on behalf of Access Integrated Networks, Inc.; that I have read the foregoing Application; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.



Vincent M. Oddo
President/Chief Executive Officer
Access Integrated Networks, Inc.

Subscribed and sworn to before me, a Notary Public,
this _____ day of _____ 2007

12th day of November



Notary Public
GEORGIA
NOV. 22, 2006
PUBLIC
JONES COUNTY

My Commission expires: 11/22/08

EXHIBIT A

ACCESS INTEGRATED NETWORKS, INC & BIRCH TELECOM, INC.

POST-TRANSACTION ORGANIZATION CHART

Access Integrated Networks, Inc. – Birch Telecom, Inc. Post Transaction Corporate Organization

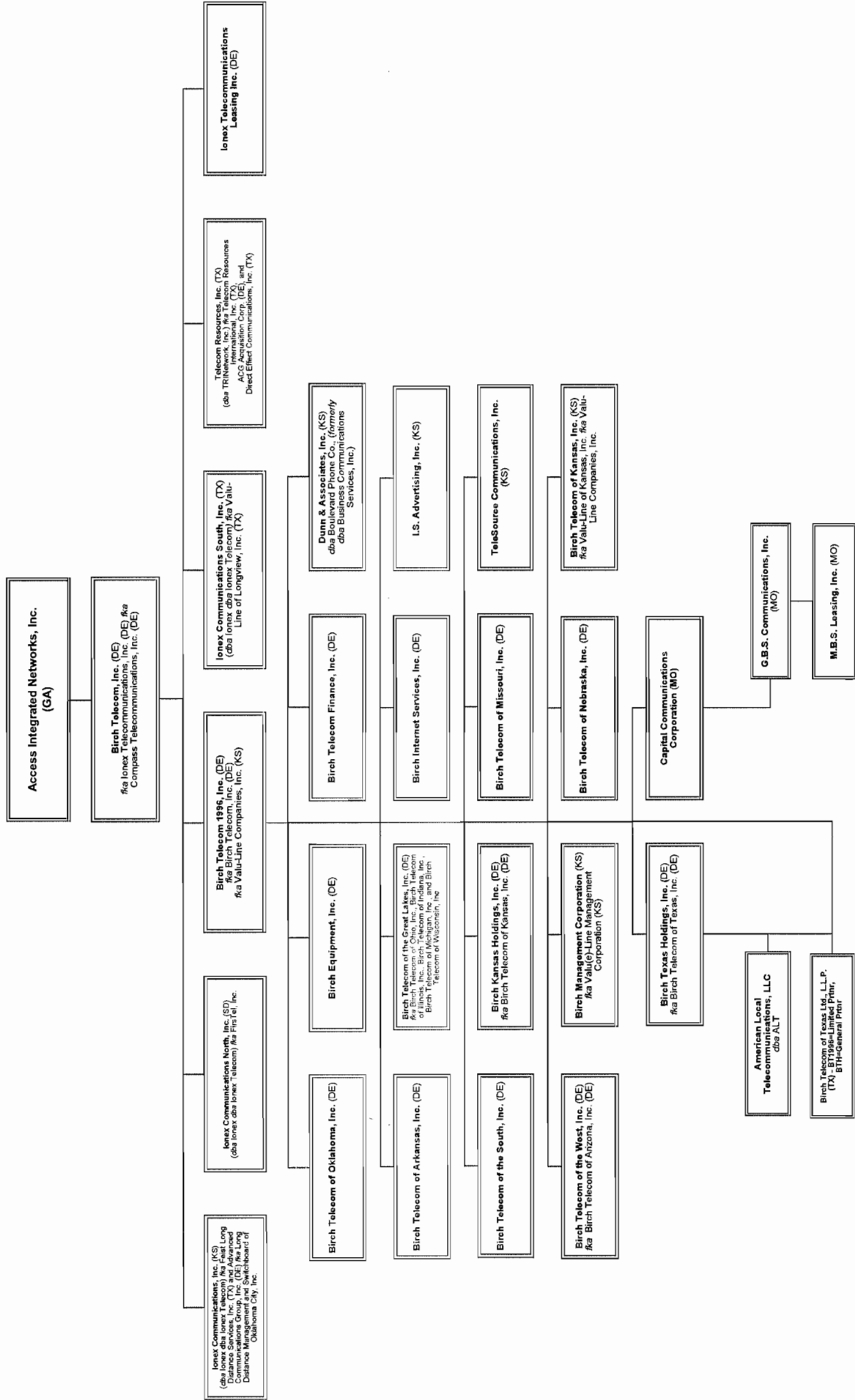


EXHIBIT B

BIRCH TELECOM, INC. SUBSIDIARIES

INTERNATIONAL 214 AUTHORIZATIONS

Birch Telecom of Oklahoma, Inc. holds domestic interstate authority and international 214 authority granted in file nos. ITC-214-20010418-00248 (May 16, 2001) and ITC-ASG-20060221-00112 (April 10, 2006). FRN: 0003732328.

Birch Telecom of Missouri, Inc. holds domestic interstate authority and international 214 authority granted in file nos. ITC-214-19990701-00441 (August 11, 1999) and ITC-ASG-20060221-00111 (April 10, 2006). FRN: 0003732294.

Birch Telecom of Kansas, Inc. holds domestic interstate authority and operates under the international 214 authority granted to Birch Telecom of Missouri, Inc. FRN: 0003732260.

Birch Telecom of Texas Ltd., L.L.P. holds domestic interstate authority and operates under the international 214 authority granted to Birch Telecom of Missouri, Inc. FRN: 0003732336.

Birch Telecom of the South, Inc. holds domestic interstate authority and operates under the international 214 authority of Birch Telecom of Oklahoma, Inc. FRN: 0004319299.

Ionex Communications, Inc. holds domestic interstate authority and international 214 authority granted in file nos. ITC-214-19980312-00187 (May 1, 1998) and ITC-ASG-20060221-00113 (April 10, 2006). FRN: 0005027453.

Ionex Communications South, Inc. holds domestic interstate authority and international 214 authority granted in file nos. ITC-214-19980317-00192 (May 7, 1998) and ITC-ASG-20060221-00115 (April 10, 2006). FRN: 0005027420.

Ionex Communications North, Inc. holds domestic interstate authority and international 214 authority granted in file nos. ITC-214-19980211-00098 (April 2, 1998) and ITC-ASG-20060221-00114 (April 10, 2006). FRN: 0005027305.

Telecom Resources, Inc. holds international 214 authority granted in file nos. ITC-214-19980330-00209 (May 13, 1998) and ITC-ASG-20060221-00116 (April 10, 2006). FRN: 0005027552.

EXHIBIT C

INFORMATION REQUIRED BY RULE 63.04

63.04(a)(6): Description of the Transaction

The proposed transaction is described in Section II of the Application.

63.04(a)(7): Description of Geographic Service Areas

Transferor, through its subsidiaries, currently provides service in Alabama, Colorado, Florida, Georgia, Illinois, Iowa, Indiana, Kansas, Kentucky, Louisiana, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, North Carolina, North Dakota, Ohio, Oklahoma, South Carolina, South Dakota, Tennessee, Texas, Wisconsin, and Wyoming.

Transferee currently providers in: Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, and Tennessee.

63.04(a)(8): Eligibility for Streamlined Processing

Applicants submit that the proposed transaction would result in AIN's market share in the local and long distance market to be substantially less than ten percent. AIN provides competitive telecommunications and exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to this transaction. Neither applicant is dominant with respect to any service. Therefore, this Application presumptively qualifies for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's rules.

63.04(a)(9): Other Related Applications

None.

63.04(a)(10): Statement of Imminent Business Failure

No party requests any special consideration as no party to the transaction is facing imminent business failure.

63.04(a)(11): Separately Filed Waiver Requests

None.

63.04(a)(12): Public Interest Statement

The public interest statement is provided in Section III of the Application.