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September 20, 2010

**Via IBFS**

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

**Re: Birch Communications, Inc. (FRN: 0005044375)  
and  
Birch Telecom, Inc. (FRN: 0014685887)  
Notification of *Pro Forma* Transfer of Control of International 214  
Authorizations Pursuant to Rules 63.24(d) and 63.24(f)**

Dear Secretary Dortch:

Pursuant to Section 214 of the Communications Act of 1934, as amended, and Sections 63.24(d) and 63.24(f) of the Commission's rules, Birch Communications, Inc. ("Birch") and Birch Telecom, Inc. ("Birch Telecom") (collectively, the "Parties"), by their attorneys, hereby notify the Commission of an internal reorganization resulting in a *pro forma* transfer of control of Birch and Birch Telecom. In support of this notice, the Parties provide the following information:

**I. Description of *Pro Forma* Internal Reorganization**

Birch holds international Section 214 authority,<sup>1</sup> and also is the current parent company of Birch Telecom and its subsidiaries operating pursuant to Birch Telecom's international Section 214 authorization.<sup>2</sup> As part of this internal corporate restructuring, each current Birch shareholder will transfer its shares to a newly formed entity, Birch Communications Holdings, Inc. ("Birch Holdings"), as a contribution to the capital of Birch Holdings. In exchange, Birch

<sup>1</sup> IB File No. ITC-214-19970926-00584 (formerly File No. ITC-97-586).

<sup>2</sup> IB File No. ITC-214-19990701-00441. These subsidiaries are: Birch Telecom of Missouri, Inc.; Birch Telecom of Kansas, Inc.; Birch Telecom of Texas LTD LLP; Birch Telecom of Oklahoma, Inc.; Birch Telecom of the South, Inc.; Birch Telecom of the Great Lakes, Inc.; Birch Telecom of the West, Inc.; Birch Communications of the Northeast, Inc.; IONEX Communications, Inc.; IONEX Communications South, Inc.; and IONEX Communications North, Inc.

Holdings will issue to each current shareholder a like number of shares in Birch Holdings. As a result of the reorganization, Birch Holdings will become the sole shareholder of Birch, and the current shareholders of Birch will become the shareholders of Birch Holdings. There will be no change in the ultimate ownership of Birch or Birch Telecom, as the same current owners of Birch will continue to own Birch Holdings after consummation of the transaction. Birch Holdings will conduct no business other than holding the equity of Birch and any activities reasonably related thereto.

The internal reorganization is *pro forma* in nature because the current shareholders of Birch will become the shareholders of Birch Holdings and will hold shares in the same percentage as currently held in Birch. There will be no change in the ultimate ownership or control of Birch, its wholly-owned subsidiary Birch Telecom, or the wholly-owned subsidiaries of Birch Telecom. Attached as **Exhibit A** is a certification that the internal reorganization is *pro forma* and that, together with all previous *pro forma* transactions, the transaction will not result in a change in the actual controlling party (either voting or equity) of the international Section 214 authorizations. Consummation of the transaction will occur on or before September 30, 2010.

## **II. Section 63.18 Information**

Pursuant to the *pro forma* notification requirements of Section 63.24(f)(2)(i), the Parties provide the information contained in (a)-(d) and (h) of Section 63.18:

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

#### **Birch Telecom, Inc.** (FRN: 0014685887)

Birch Telecom, Inc.  
3060 Peachtree Road, NW, Suite 1065  
Atlanta, Georgia 30305  
816-300-3000

#### **Birch Communications, Inc.** (FRN: 0005044375)

Birch Communications, Inc.  
3060 Peachtree Road, NW, Suite 1065  
Atlanta, Georgia 30305  
816-300-3000

#### **Birch Communications Holdings, Inc.** (FRN: 0020212247)

Birch Communications Holdings, Inc.  
3060 Peachtree Road NW, Suite 1065  
Atlanta, Georgia 30305  
816-300-3000

**(b) State of Incorporation**

Birch Telecom is a corporation organized under the laws of the state of Delaware. Birch and Birch Holdings are corporations organized under laws of the state of Georgia.

**(c) Contact Information**

Correspondence concerning this notice should be directed to:

Angela F. Collins  
Cahill Gordon & Reindel LLP  
1990 K Street, NW, Suite 950  
Washington, DC 20006  
202-862-8930 (telephone)  
202-862-8958 (facsimile)  
acollins@cgrdc.com

**(d) Description of International Facilities and Services Authorized**

**Birch Telecom** holds international Section 214 authority to provide global resale and facilities-based telecommunications services pursuant to IB File No. ITC-214-19990701-00441. The following wholly-owned subsidiaries of Birch Telecom operate pursuant to Birch Telecom's international Section 214 authority:

Birch Telecom of Missouri, Inc.  
Birch Telecom of Kansas, Inc.  
Birch Telecom of Texas LTD LLP  
Birch Telecom of Oklahoma, Inc.  
Birch Telecom of the South, Inc.  
Birch Telecom of the Great Lakes, Inc.  
Birch Telecom of the West, Inc.  
Birch Communications of the Northeast, Inc.  
IONEX Communications, Inc  
IONEX Communications South, Inc.  
IONEX Communications North, Inc.

**Birch**, formerly known as Access Integrated Networks, Inc., holds international Section 214 authority to provide global resale services pursuant to IB File No. ITC-214-19970926-00584 (formerly File No. ITC-97-586).

**Birch Holdings** holds no Section 214 authority.

**(h) Ten Percent or More Owners**

The following entities and individuals will hold a ten percent (10%) or greater direct or indirect ownership interest in Birch Telecom and Birch after consummation of the *pro forma* transfer of control described herein:

**Birch Telecom** – Birch, a Georgia corporation with offices at 3060 Peachtree Road, NW, Suite 1065, Atlanta, GA 30305, currently owns and will continue to own a 100% voting and equity interest in Birch Telecom.

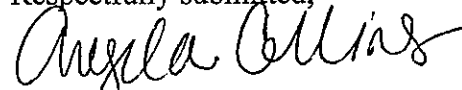
**Birch** – After consummation of the internal corporate reorganization, Birch Holdings will own a 100% voting and equity interest in Birch. Birch Holdings is a Georgia corporation whose principal business is telecommunications holdings. The address for Birch Holdings is 3060 Peachtree Road, NW, Suite 1065, Atlanta, GA 30305. The following entities and individuals will hold a ten percent (10%) or greater direct or indirect ownership interest in Birch Holdings:

| Name/Address/Citizenship   | Principal Business | Percent of Interest Held |
|--|--------------------|--------------------------|
| Holcombe Green<br>3060 Peachtree St., NW, Suite 1060<br>Atlanta, GA 30305<br>Citizenship: U.S.               | N/A                | 66%                      |
| R. Kirby Godsey <sup>3</sup><br>3060 Peachtree St., NW, Suite 1060<br>Atlanta, GA 30305<br>Citizenship: U.S. | N/A                | 32%                      |

No officer or director of Birch Telecom, Birch, or Birch Holdings is also an officer or director of any foreign carrier. Other than as set forth in this correspondence, no other entity or individual owns a ten percent or greater direct or indirect equity or voting interest in Birch, Birch Telecom, or Birch Holdings.

If you have any questions regarding this matter, please contact the undersigned.

Respectfully submitted,

  
Angela F. Collins

Counsel for Birch Telecom, Inc., Birch  
Communications, Inc. and Birch  
Communications Holdings, Inc.

Attachment

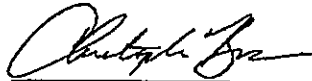
<sup>3</sup> R. Kirby Godsey holds his percentage through his individual holdings and through the R. Kirby Godsey 2008 Grantor Retained Annuity Trust.

Exhibit A

**CERTIFICATION**

I, Christopher Bunce, do hereby declare and state under penalty of perjury as follows:

I am the Vice President and General Counsel for Birch Communications, Inc. and Birch Telecom, Inc., and I am authorized to make this verification on behalf of Birch Communications, Inc. and Birch Telecom, Inc. I have reviewed the foregoing Notification of *Pro Forma* Internal Reorganization. I certify that the *pro forma* transfer of control described therein, together with all previous *pro forma* transactions, does not result in a change in the actual controlling party (either voting or equity) of Birch Communications, Inc. or Birch Telecom, Inc.



\_\_\_\_\_  
Christopher Bunce

Vice President and General Counsel  
Birch Communications, Inc. and  
Birch Telecom, Inc.

Dated: 8/31/2010