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www.tminc.com

RE: **Notification of Change in Ownership**  
**Access Integrated Networks, Inc. and Birch of the Great Lakes, Inc.**

Dear Ms. Jenkins:

Attached please find the original and seven (7) copies of a notification of Change in Ownership submitted on behalf of Birch Telecom of the Great Lakes, Inc. ("Birch-Great Lakes"). The stock of Birch Telecom, Inc., ("Birch") Birch-Great Lakes' ultimate parent, is being acquired by Access Integrated Networks, Inc. Birch- Great Lakes will continue to operate as a separately certificated entity. Its parent company will be a wholly owned subsidiary of Access Integrated Networks, Inc. Details of this transaction are attached. No changes to rates, terms or conditions of service are contemplated as a result of these transactions.

Please acknowledge receipt of this filing by date-stamping the extra copy of this cover letter and returning it to me in the self-addressed, stamped envelope provided for that purpose. Any questions you may have regarding this filing may be directed to my attention at (407) 740-3004 or via e-mail at [morton@tminc.com](mailto:morton@tminc.com).

Sincerely,

Robin Norton  
Consultant

Enclosures

cc: Sharyl Fowler - AIN  
Chris Bunce - Birch  
file: Birch - OH  
tms: OHx0701

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**The Public Utilities Commission of Ohio**  
**TELECOMMUNICATIONS APPLICATION FORM for ROUTINE PROCEEDINGS**  
**(Effective: 10/26/2007)**  
(Pursuant to Case No. 06-1345-TP-ORD)

In the Matter of the Application of \_\_\_\_\_ )  
to \_\_\_\_\_ )  
\_\_\_\_\_ )  
\_\_\_\_\_ )

TRF Docket No. 90-\_\_\_\_\_  
Case No. 67-1264-TP-ACO  
**NOTE:** Unless you have reserved a Case # or are filing a Contract,  
leave the "Case No" fields BLANK.

Name of Registrant(s) Birch Telecom of the Great Lakes, Inc.  
DBA(s) of Registrant(s) \_\_\_\_\_  
Address of Registrant(s) 2300 Main Street, Suite 600, Kansas City, MO 64108  
Company Web Address www.birchtelecom.com  
Regulatory Contact Person(s) Chris Bunce Phone 618-300-3322 Fax 816-300-3350  
Regulatory Contact Person's Email Address cbunce@birch.com  
Contact Person for Annual Report Angela Hoke Phone 816-300-3000  
Address (if different from above) \_\_\_\_\_  
Consumer Contact Information Tara Jackson Phone 888-772-4724  
Address (if different from above) \_\_\_\_\_  
Motion for protective order included with filing? ☐ Yes ☒ No  
Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: Waivers may toll any automatic timeframe.]

**Section I – Pursuant to Chapter 4901:11-6 OAC – Part I – Please indicate the Carrier Type and the reason for submitting this form by checking the boxes below. CMRS providers: Please see the bottom of Section II.**

NOTES: (1) For requirements for various applications, see the identified section of Ohio Administrative Code Section 4901 and/or the supplemental application form noted.

(2) Information regarding the number of copies required by the Commission may be obtained from the Commission's web site at [www.puco.ohio.gov](http://www.puco.ohio.gov) under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the Commission.

Carrier Type <input type="checkbox"/> Other (explain below)	<input type="checkbox"/> ILEC	<input checked="" type="checkbox"/> CLEC	<input checked="" type="checkbox"/> CTS	<input type="checkbox"/> AOS/IOS
<b>Tier 1 Regulatory Treatment</b>				
Change Rates within approved Range	<input type="checkbox"/> TRF 1-6-04(B) (0 day Notice)	<input type="checkbox"/> TRF 1-6-04(B) (0 day Notice)		
New Service, expanded local calling area, correction of textual error	<input checked="" type="checkbox"/> ZTA 1-6-04(B) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-04(B) (0 day Notice)		
Change Terms and Conditions, Introduce non-recurring service charges	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)		
Introduce or Increase Late Payment or Returned Check Charge	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)		
Business Contract	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)		
Withdrawal	<input type="checkbox"/> ATW 1-6-12(A) (Non-Auto)	<input type="checkbox"/> ATW 1-6-12(A) (Auto 30 days)		
Raise the Ceiling of a Rate	Not Applicable	<input type="checkbox"/> SLF 1-6-04(B) (Auto 30 days)		
<b>Tier 2 Regulatory Treatment</b>				
Residential - Introduce non-recurring service charges	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)		
Residential - Introduce New Tariffed Tier 2 Service(s)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	
Residential - Change Rates, Terms and Conditions, Promotions, or Withdrawal	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	
Residential - Tier 2 Service Contracts	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	
Commercial (Business) Contracts	Not Filed	Not Filed	Not Filed	
Business Services (see "Other" below)	Detariffed	Detariffed	Detariffed	
Residential & Business Toll Services (see "Other" below)	Detariffed	Detariffed	Detariffed	

## Section I – Part II – Certificate Status and Procedural

Certificate Status	ILEC	CLEC	CTS	AOS/IOS
Certification (See Supplemental ACE form)		<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)
Add Exchanges to Certificate	<input type="checkbox"/> ATA 1-6-09(C) (Auto 30 days)	<input type="checkbox"/> AAC 1-6-10(F) (0 day Notice)	CLECs must attach a current CLEC Exchange Listing Form	
Abandon all Services - With Customers	<input type="checkbox"/> ABN 1-6-11(A) (Non-Auto)	<input type="checkbox"/> ABN 1-6-11(A) (Auto 90 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)
Abandon all Services - Without Customers		<input type="checkbox"/> ABN 1-6-11(A) (Auto 30 days)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)
Change of Official Name (See below)	<input type="checkbox"/> ACN 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ACN 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Change in Ownership (See below)	<input type="checkbox"/> ACO 1-6-14(B) (Auto 30 days)	<input checked="" type="checkbox"/> ACO 1-6-14(B) (Auto 30 days)	<input checked="" type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Merger (See below)	<input type="checkbox"/> AMT 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> AMT 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Transfer a Certificate (See below)	<input type="checkbox"/> ATC 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ATC 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Transaction for transfer or lease of property, plant or business (See below)	<input type="checkbox"/> ATR 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ATR 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
<b>Procedural</b>				
Designation of Process Agent(s)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)

## Section II – Carrier to Carrier (Pursuant to 95-845-TP-COI), CMRS and Other

Carrier to Carrier	ILEC	CLEC		
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG (Auto 90 day)	<input type="checkbox"/> NAG (Auto 90 day)		
Request for Arbitration	<input type="checkbox"/> ARB (Non-Auto)	<input type="checkbox"/> ARB (Non-Auto)		
Introduce or change c-t-c service tariffs,		<input type="checkbox"/> ATA (Auto 30 day)		
Introduce or change access service pursuant to 07-464-TP-COI	<input type="checkbox"/> ATA (Auto 30 day)			
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC (Non-Auto)	<input type="checkbox"/> UNC (Non-Auto)		
Pole attachment changes in terms and conditions and price changes.	<input type="checkbox"/> UNC (Non-Auto)	<input type="checkbox"/> UNC (Non-Auto)		
<b>CMRS Providers</b> See 4901:1-6-15	<input type="checkbox"/> RCC [Registration & Change in Operations] (0 day)	<input type="checkbox"/> NAG [Interconnection Agreement or Amendment] (Auto 90 days)		
<b>Other*</b> (explain) _____				

*\*NOTE: During the interim period between the effective date of the rules and an Applicant's Detariffing Filing, changes to existing business Tier 2 and all toll services, including the addition of new business Tier 2 and all new toll services, will be processed as 0-day TRF filings, and briefly described in the "Other" section above.*

**All Section I and II applications that result in a change to one or more tariff pages require, at a minimum, the following exhibits. Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see the 4901:1-6-14 Filing Requirements on the Commission's Web Page for a complete list of exhibits.**

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s)
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s).

**Section III. – Attestation**

**Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.**

**AFFIDAVIT**

***Compliance with Commission Rules and Service Standards***

I am an officer/agent of the applicant corporation, \_\_\_\_\_, and am authorized to make this statement on its behalf.  
(Name)

I attest that these tariffs comply with all applicable rules, including the Minimum Telephone Service Standards (MTSS) Pursuant to Chapter 4901:1-5 OAC for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules, including the Minimum Telephone Service Standards, as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on (Date) \_\_\_\_\_ at (Location) \_\_\_\_\_

\*(Signature and Title) \_\_\_\_\_ (Date) \_\_\_\_\_

- This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.

**VERIFICATION**

I, Robin Norton

verify that I have utilized the Telecommunications Application Form for Routine Proceedings provided by the Commission and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

\*(Signature and Title) Robin Norton (Date) 12/12/07.

\*Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.

***Send your completed Application Form, including all required attachments as well as the required number of copies, to:***

**Public Utilities Commission of Ohio  
Attention: Docketing Division  
180 East Broad Street, Columbus, OH 43215-3793**

***Or***

***Make such filing electronically as directed in Case No 06-900-AU-WVR***

**Birch of the Great Lakes, Inc.**

**Attachment A**

**Good Standing – Secretary of State**



Jennifer  
**BRUNNER**  
OHIO SECRETARY OF STATE



## Business Information

Total Row Count in Report - 1 Row(s) 1 - 1						
Business Name	Charter / Registration Number	Type	Original Filing Date	Status	Expiration Date	Location / County / State
BIRCH TELECOM OF THE GREAT LAKES, INC.	1117085	Foreign Corporation	Oct 08 1999	Active		Delaware

Business Name Info	Prior Business Name Info
<a href="#">Click for Details</a>	<a href="#">Click for Details</a>

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**Birch of the Great Lakes, Inc.**

**Attachment B**

**Notification of Change in Ownership**

## **BIRCH TELECOM OF THE GREAT LAKES, INC.**

### **NOTICE OF OWNERSHIP CHANGE**

Birch Telecom of the Great Lakes, Inc. ("Birch-Great Lakes") hereby provides notice of a transfer of equity interest transaction between its ultimate parent, Birch Telecom, Inc. a Delaware corporation ("Birch" or "Seller"), and Access Integrated Networks, Inc. ("AIN" or "Buyer"), a Georgia corporation. Birch, through its twenty-eight direct and indirect subsidiaries, including Birch-Great Lakes, provides voice and data services to small and medium-sized business customers in twenty-six states. AIN is a telecommunications service provider certificated in ten states. AIN provides local and interexchange service to residential and small to medium sized business customers. Following the consummation of this transaction, Birch will become a wholly-owned subsidiary of Buyer. Birch-Great Lakes currently serves approximately 275 access lines in Ohio and will continue to operate as a separate entity.

#### **I. DESCRIPTION OF TRANSACTION**

On November 1, 2007, Buyer and Seller entered into a purchase 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, including (Birch-Great Lakes) with no change in management or corporate structure contemplated at this time. The transaction is expected to be completed in early February 2008.

#### **II. CONTACT INFORMATION**

The name and address of the individual to contact regarding this filing is:

Robin Norton, Consultant  
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



is: The name and address of the individual who handles regulatory affairs on behalf of Birch-Great Lakes

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

The name and address of the individual who handles regulatory affairs on behalf of AIN is:

Sharyl D. Fowler, Sr. Regulatory Analyst  
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

### **III. OFFICERS AND DIRECTORS**

All officers and directors may be contacted at the respective corporate headquarters.

#### **Birch Telecom of the Great Lakes, Inc. & Birch Telecom, Inc.:**

##### Officers

Stephen Dubé, President & CEO & Secretary  
Christopher J. Bunce, Vice President-Legal, General Counsel, Assistant Secretary  
Daniel Gaston, Vice President-Information Technology  
Thomas A. Peterson, Senior Vice President-Finance & CFO  
Kimberly Rowell, Senior Vice President-Customer Operations  
V. Allan Samson, Senior Vice President-Sales, Marketing & Network Operations

##### Directors

Birch-Great Lakes: Stephen Dubé, Christopher Bunce, Thomas A. Peterson  
Birch: John H. Bonde, Thomas Canfield, Stephen Dubé, Marc J. Glogoff, John M. Nusbaum, M. Jay Sinder

#### **AIN:**

##### Officers

Vincent Oddo – President and CEO  
Chris Aversano – Vice President of Network and Operations  
Jim Dunn – Vice President of Sales and Marketing  
Apryle Ovell – Vice President of Finance and CFO  
Jerry Hill – Vice President of Information Technology

##### Directors

Dr. Kirby Godsey, Holcombe Green, Vincent Oddo.

#### **IV. CUSTOMER IMPACT**

Birch-Great Lakes will remain a separate certificated company in Ohio. The transfer will be transparent to Birch-Great Lakes' customers as there will be no change in direct ownership, rates, terms or conditions of service. Customer service contact information will not change. For these reasons, and because this transaction is occurring at the grandparent level only, no customer notification has been provided.

#### **V. PUBLIC INTEREST CONSIDERATIONS**

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. .

Once completed, it is expected that the 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.

**ACCESS INTEGRATED NETWORKS, INC.**

**BIRCH TELECOM, INC.**

**Exhibit 1**

**PRESS RELEASE**

# **Access Integrated Networks to Merge with Birch Telecom**

**Combined Company to have 300,000 Voice & Data lines, 100,000 Small & Medium Business Customers, \$200 million in Annual Revenues & 400 Employees**

**Atlanta, GA & Kansas City, MO – November 1, 2007** - Access Integrated Networks, Inc. announced today that it has signed a definitive agreement to merge with Birch Telecom, Inc. The transaction is expected to close early next year after obtaining necessary government approvals. The combination will yield one of the largest competitive local exchange carriers in its multi-state region. The combined company will have more than 300,000 voice and data lines, 100,000 small and medium business customers, annual revenue of \$200 million and 400 employees.

"We look forward to combining both the Birch customers and employees into our Access family in the very near future" said Vincent M. Oddo, President and CEO of Access. "This merger is directly in line with our corporate strategy and further positions Access to grow our facilities business deeper into our existing markets and expand into selected new markets in the southwest. Many of these Birch customers are located in our existing southeastern markets where Access already offers its state of the art IP-based voice and data services. This merger also expands Access' facility-based service footprint into four additional southwestern states including, Kansas, Missouri, Oklahoma and Texas," said Mr. Oddo.

During the past 10 years, both Access and Birch have each successfully focused on transitioning from their beginnings as unbundled network element platform providers to facility-based suppliers in their respective markets serving the small and medium size business community.

"In the past two years, Birch has significantly restructured itself into a profitable and debt free company," said Stephen Dubé, President and CEO of Birch. Mr. Dubé went on to say "Access has an ambitious growth and expansion plan. Joining with Access will contribute to the achievement of that plan and expand the services and choices available to Birch's customers. We believe this combination with Access is in the best interest of our customers, employees and shareholders."

The definitive agreement requires the approval of Birch's stockholders. Birch will shortly call a stockholders meeting to approve the transaction. A majority of Birch's stockholders have signed voting agreements in which they have agreed to vote in favor of the transaction.

Financial terms of the agreement were not disclosed as both companies are privately held. However, the combination of the two companies is expected to generate substantial operating and network cost savings as more than one third of each company's revenues derive from overlapping geographic markets. Upon closing, Mr. Oddo will lead the combined company while Mr. Dubé will return to work as a principal at CXO L.L.C., a Dallas-based growth and management consulting firm. Redwood Capital Group acted as financial advisor to Access in connection with the transaction. FTI Capital Advisors advised Birch Telecom. The legal advisor for Birch on the transaction was Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. and for Access Integrated Networks was Jones Day.

## **About Access Integrated Networks**

Access Integrated Networks Inc., headquartered in Atlanta GA, is the service provider of choice in over 1,000 communities in the southeast for a wide variety voice and data services. Access is the first in its class to deploy its own private IP network utilizing soft switch technology to deliver high quality, affordable communications services to small & medium business customers. Please visit [www.accesscomm.com](http://www.accesscomm.com) for more information.

## **About Birch Telecom**

Targeting small- and mid-sized businesses, Birch Telecom serves customers in more than 161 metropolitan markets across 17 southwestern and southeastern states. Birch owns and operates an integrated voice and data network, and offers a broad portfolio of local, long distance and Internet services. Please visit [www.birch.com](http://www.birch.com) for more information.