



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

February 26, 2008  
**Via Overnight Delivery**

**RECEIVED**

FEB 27 2008

PUBLIC SERVICE  
COMMISSION

Mr. Brent Kirtley  
Tariff Branch Manager  
Kentucky Public Service Commission  
211 Sower Blvd.  
Frankfort, Kentucky 40602-0615

**RE: Post Transaction Notification of Change in Ownership  
Birch Telecom of the South, Inc.**

Dear Mr. Kirtley:

Enclosed for filing please find the original and three (3) copies of this letter and notification submitted on behalf of Birch Telecom of the South, Inc. ("Birch") to notify the Kentucky Public Service Commission that the recent transfer of equity interest transaction between Birch and Access Integrated Networks, Inc. ("AIN") as described herein is now complete. As a result of the consummation of this transaction, Birch is now a wholly-owned subsidiary of Access Integrated Networks, Inc., but will continue to operate as a separate entity.

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.

Any questions regarding this filing may be directed to my attention at (407) 740-3004 or via email to [rnorton@tminc.com](mailto:rnorton@tminc.com). Thank you for your assistance.

Sincerely,

Robin Norton  
Consultant

*RN/gs*  
Enclosure

cc: Chris Bunce, Birch  
Sharyl Fowler, AIN  
File: Birch (AIN) - KY  
TMS: KYx0801

## **BIRCH TELECOM OF THE SOUTH, INC.**

### **NOTICE OF OWNERSHIP CHANGE**

Birch Telecom of the South, Inc. ("Birch-South") hereby provides notice of a transfer of equity interest transaction between its parent company, 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-South, provides voice and data services to small and medium-sized business customers in twenty-six states. AIN is a telecommunications service provider certificated in eleven states, including Kentucky. AIN provides local and interexchange service to residential and small to medium sized business customers. As a result of the consummation of this transaction, Birch is now a wholly-owned subsidiary of Buyer. Birch-South serves approximately 280 access lines in Kentucky and will continue to operate as a separate entity in Kentucky with no change to its direct ownership.

#### **I. THE PARTIES**

**Birch Telecom of the South, Inc.** was granted local and interexchange services authority pursuant to order issued May 26, 2000.

**Birch Telecom, Inc.** is a holding company and is not a telecommunications carrier.

**Access Integrated Networks, Inc.** ("AIN"), a Georgia corporation, was granted local exchange authority pursuant to order issued July 10, 1997 and amended October 20, 1997 in Docket No. 7381-U. AIN's long distance resale authority was granted October 19, 1999 in Docket No. 7581-U. AIN's managerial, technical and financial ability to provide telecommunications services are a matter of record with the Georgia Public Service Commission. A copy of AIN's Certificate to Transact Business as a Foreign Corporation is incorporated herein by reference.

#### **II. DESCRIPTION OF TRANSACTION**

On November 1, 2007, Buyer and Seller entered into a purchase agreement whereby AIN proposed 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. The transaction has now been completed. Access Merger has merged out of existence and Birch is now 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-South with no change in management or corporate structure contemplated at this time.

### **III. 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

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

Christopher Bunce  
Vice President and General Counsel  
Birch Telecom of the South, 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

### **IV. CUSTOMER IMPACT**

Birch-South will remain a separate certificated company in Kentucky. This transaction has no effect on customers' rates or terms and conditions of service.

## **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. The transfer will be transparent to Birch-South's customers as there will be no change in direct ownership, rates or service.

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.