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Suite 300  
Maitland, FL 32751  
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Winter Park, FL  
32790-0200  
Tel: 407-740-8575  
Fax: 407-740-0613  
www.tminc.com

May 19, 2009  
*Via Overnight Delivery*

Kentucky Public Service Commission  
211 Sower Blvd.  
Frankfort, KY 40602-0615

RECEIVED

MAY 20 2009

PUBLIC SERVICE  
COMMISSION

**RE: Notification of Asset Transfer on behalf of:  
Birch Telecom of the South, Inc., d/b/a Birch Communications of the Southeast  
IDS Telcom Corp. d/b/a Cleartel Telecommunications  
Now Communications, Inc. d/b/a Cleartel Telecommunications**

Dear Sir/Madam:

An original and ten (10) copies of this Notification are submitted on behalf of Birch Telecom of the South, Inc., d/b/a Birch Communications of the Southeast ("Birch" or "Purchaser"), IDS Telcom Corp. d/b/a Cleartel Telecommunications ("IDS") and Now Communications, Inc. d/b/a Cleartel Telecommunications ("NOW"), both wholly owned subsidiaries of Cleartel Communications, Inc. ("Cleartel") (Cleartel, IDS, and NOW collectively, "Sellers") (Sellers and Birch collectively, "Parties") in connection with the transfer of a customer base from the Sellers to Birch. The Parties hereby notify the Commission of their entry into an agreement whereby Birch will acquire substantially of the telecommunications technology assets and customers of Sellers and their affiliates in twenty-two (22) states, including Kentucky.

Birch (Utility IDs 22251533 and 5153300), NOW (Utility IDs 5054140 and 22205414) and IDS (Utility IDs 22205474 and 5054740) are authorized local exchange and interexchange service providers in Kentucky. However, upon completion of the transaction and the migration of customers to Birch, Sellers will no longer offer telecommunications services in Kentucky. After Sellers determine that they no longer need their authorizations for operational or billing purposes, IDS and NOW will surrender their authorizations and withdraw their tariffs in a separate filing

Pursuant to an Asset Purchase Agreement dated as of April 29, 2009, between Birch Communications, Inc., the parent company of Birch, and Cleartel and certain of Cleartel's subsidiaries including IDS and NOW, Purchaser will obtain certain assets of the Sellers, specifically Sellers' current residential and business local exchange and long distance customers as well as Sellers prepaid local customers in Kentucky. Birch will adopt Sellers' existing tariffs or file revised tariff sheets incorporating Sellers' current rates, so that the affected customers will continue to receive the same services that they currently receive without any significant changes to the service offerings, rates, or terms and conditions. There may be instances, however, where there are service or rate structure dissimilarities that Birch cannot accommodate with its existing systems (e.g., customers currently utilizing a message or measured local service plan). In those cases, Birch will transition customers in as neutral a manner as is reasonably possible, with no increase to the regular monthly recurring charges, and will notify those customers of their new rates, terms and conditions of service.


The proposed transfer will affect approximately 322 customers in the Commonwealth of Kentucky, none of whom will experience any material change to the terms and conditions of their services as a result of this transfer. The transfer is scheduled to take place on or after July 1, 2009. Once the transaction is consummated, Birch will provide long distance and/or local services to these customers.

Written notice of the proposed transfer will be provided to Sellers' customers via First Class United States mail on or after June 1, 2009 pursuant to Section 64.1120(e), Verification of Orders for Telecommunications Services, as amended, of Federal Communications Commission (FCC) rules. The customer notification advises customers of the following: (1) the pending change of their local and long distance carrier selection to Birch; (2) there will be no change in the way they dial or in the customer service available to them; (3) there will be no charges associated with their change to Birch as their local and long distance retail carrier; (4) their current service will not be affected other than a minor change to the non-regulated voicemail and, except as described above, will be provided at the same rates as those currently charged by NOW and IDS; (5) they have the option to select a different service provider if they prefer. The notification also includes customer inquiry numbers, for both Birch and the Sellers, which customers may call for more information.

The proposed transaction will ensure that the affected customers enjoy continuity of high-quality telecommunications service. As discussed above, customers will be given prior written notice of the transfer of their account to Birch, in compliance with the FCC's customer notice rules. Following the transaction, the affected customers will continue to receive services which will be consistent with the quality of services currently provided by Sellers and which will be supported by Birch's experienced and well-qualified management team. As a result, the proposed transaction will be almost transparent to most customers in terms of the rates and terms and conditions of service that these customers currently receive. Consequently, the transaction is consistent with the public interest in promoting competition among telecommunications carriers in Kentucky.

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 that is provided. Any questions you may have pertaining to this filing may be directed to me at (407) 740-3006 or via email at [croesel@tminc.com](mailto:croesel@tminc.com).

Sincerely,

  
Carey Roesel  
Consultant to Birch Telecom of the South, Inc.  
d/b/a Birch Communications of the Southeast

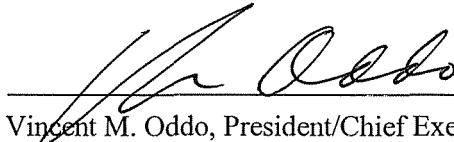
CR/gjs

cc: Sharyl Fowler – Birch  
Mr. Brett Ferenchak - Counsel to Cleartel, NOW, IDS  
Mr. Keith Parsons - Cleartel, NOW, IDS  
file: Birch – KY  
file: IDS – KY  
file: NOW – KY  
tms: KYx0901

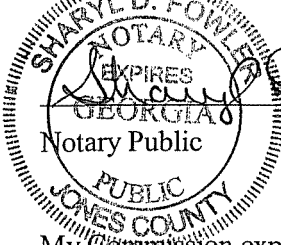
VERIFICATION

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 Birch Telecom of the South, Inc. d/b/a Birch Communications of the Southeast ("Birch"), a wholly owned subsidiary of Birch Communications, Inc., and that I am authorized to make this verification on behalf of Birch; that the foregoing Application was prepared under my direction and supervision; and that the contents with respect to Birch are true and correct to the best of my knowledge, information and belief.

  
\_\_\_\_\_  
Vincent M. Oddo, President/Chief Executive Officer  
Birch Telecom of the South, Inc.  
d/b/a Birch Communications of the Southeast

Sworn to and subscribed before me this 18<sup>th</sup> day of May, 2009.

  
My Commission expires:

12/4/2012

**VERIFICATION**

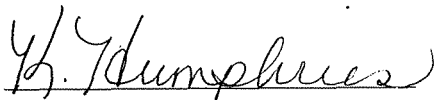
STATE OF FLORIDA  
COUNTY OF PALM BEACH

I, Keith Parsons, being first duly sworn, do hereby certify, depose and state that I am Vice President of Cleartel Communications, Inc., Cleartel Telecommunications, Inc., IDS Telcom Corp., and Now Communications, Inc. (collectively, "Cleartel"); that I am authorized to make this verification on behalf of Cleartel; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Cleartel are true and correct to the best of my knowledge, information and belief.



Keith Parsons  
Vice President  
Cleartel Communications, Inc.  
Cleartel Telecommunications, Inc.  
IDS Telcom Corp.  
Now Communications, Inc.

Sworn to and subscribed before me this 11 day of May, 2009.



Notary Public

My Commission expires:

3-17-2012

K. HUMPHRIES  
Notary Public, State of Florida  
My Comm. Expires March 17, 2012  
No. DD769624

**Exhibit**

**Birch Telecom of the South, Inc., d/b/a Birch Communications of the Southeast**

**FCC Notification and Customer Notice**



May 8, 2009  
*Via Overnight Delivery*

Ms. Marlene H. Dortch, FCC Secretary  
Federal Communications Commission  
9300 East Hampton Drive  
Capitol Heights, Maryland 20743

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

Attention: Office of the Secretary

**RE: CC Docket No. 00-257  
Notification of Transfer of Certain Local and Long Distance Service Customers  
from Cleartel Telecommunications, Inc., IDS Telecom Corp., nii  
communications, ltd., NOW Communications, Inc., Supra Telecommunications  
and Information Systems, Inc., and Telecon Communications Corporation to  
Birch Telecom, Inc. d/b/a Birch Communications, a wholly owned subsidiary  
of Birch Communications, Inc.**

Dear Ms. Dortch:

Pursuant to CC Docket No. 00-257 and in accordance with Section 64.1120(e)(1) of the Commission's rules, the original and four copies of this notification is submitted on behalf of Birch Telecom, Inc. d/b/a Birch Communications, ("Birch") a wholly owned subsidiary of Birch Communications, Inc. who hereby notifies the Commission that it has entered into an Asset Purchase Agreement with Cleartel Communications, Inc. and certain of its subsidiaries, including Cleartel Telecommunications, Inc., IDS Telecom Corp., nii communications, ltd, NOW Communications, Inc., Supra Telecommunications and Information Systems, Inc., and Telecon Communications Corporation ("Cleartel"), whereby the Birch subsidiaries will generally acquire Cleartel's residential and business local and long distance, prepaid and payphone customers in twenty-two states, Alabama, Arkansas, California, Florida, Georgia, Illinois, Indiana, Kentucky, Louisiana, Massachusetts, Michigan, Mississippi, Missouri, New Jersey, New York, North Carolina, Oklahoma, Pennsylvania, South Carolina, Tennessee, Texas, and Wisconsin. Following the transaction, these customers will be served by the Birch operating company in each state. The transfer of the customer base will take place on or after July 1, 2009.

Birch hereby certifies that it has complied with the advance subscriber notification requirements set forth in Section 64.1120(e)(3) of the Commission's rules, with the obligations specified in that notice and with Commission requirements that apply to this streamlined process. Customer notice will be mailed to approximately 60,400 affected subscribers on or after June 1, 2009, each being sent thirty or more days in advance of the projected transfer date for their particular state. Sample copies of the notices are enclosed as Attachment A.

Please date stamp the receipt copy and return it in the self addressed, stamped envelope provided. Questions regarding this filing may be directed to the undersigned at (407) 740-3006 or via e-mail at croesel@tminc.com.

Sincerely,

Carey Roesel  
Technologies Management, Inc.

Enclosures

Cc: Brett Ferenchak, for Cleartel  
Sharyl D Fowler, Birch  
File: Birch - FCC

**BIRCH TELECOM, INC., d/b/a BIRCH COMMUNICATIONS**  
A Wholly Owned Subsidiary of  
**BIRCH COMMUNICATIONS, INC.**  
**CLEARTEL TELECOMMUNICATIONS**

**Attachment A**

**Customer Notices**



DATE

Customers Name  
Customers Address  
City, State, Zipcode

**IMPORTANT NOTICE REGARDING A CHANGE IN YOUR TELECOMMUNICATIONS SERVICES**

Dear \_\_\_\_\_

Birch Communications (Birch) and Cleartel Communications, Inc. (CCI) are pleased to announce that Birch will acquire the business, residential and payphone customers of CCI and its subsidiaries, including **[State-Specific Entities:]** Cleartel Telecommunications, Inc. (CTI), nii communications, ltd. (nii), Now Communications, Inc. (NOW), and Telecon Communications Corporation (Telecon). Subject to approval by the Federal Communications Commission and state regulators, Birch will replace CCI, CTI, nii, NOW, or Telecon (collectively, Cleartel) as your current telecommunications service provider on or after **[60 DAYS]** (the Transfer Date). As a result of this transaction, Birch will assume responsibility for all services previously provided to you by Cleartel. Birch is excited about the opportunity to provide your phone service and looks forward to a long and successful business relationship.

Please rest assured, the transition will have little or no impact on your current services, nor will there be any interruption of your service. The agreement between Birch and CCI has been structured so that the transfer of service will be an almost seamless transition with only a minor change to voicemail services. You will retain all service rates, features, terms and conditions of service and your telephone phone number. You will not incur any charges for the transfer of services to Birch and **no action is required from you to continue your telecommunications service(s) with Birch.** You will receive your first billing statement from Birch starting with your \_\_\_\_\_ or \_\_\_\_\_ bill. As in the past, you are responsible for paying all bills rendered to you by Cleartel during the transition of service.

You have the right to select a different carrier for the telecommunications service(s) at issue. If you do not wish to receive service from Birch, you should select and contact an alternate carrier directly to make arrangements to complete the transfer of your service to the alternate carrier before **[30 Days]**. If you choose to switch to an alternate carrier for services, you may incur a fee for the transfer of services to that alternate carrier. In addition, should you have a term commitment with Cleartel and you disconnect services or transfer to another carrier prior to the end of that term, you will be liable for early termination charges. If you select a local telephone provider other than Birch, you should also contact your current long distance provider to ensure that your current long distance plan is not changed. Please note that if you are a customer of Cleartel on the Transfer Date, your account will automatically be transferred to Birch.

Please note that any preferred carrier "freeze" you have placed on your existing telephone lines to prevent unauthorized transfer of your services to another carrier will be over-ridden for purposes of this transaction and will need to be reinstated by you by contacting your local exchange carrier after the transfer is complete.

If you have any questions about this transaction or your service or billing prior to the actual Transfer Date, you should contact the appropriate Cleartel entity at: **[STATE SPECIFIC ENTITIES]**

Cleartel & Telecon: 888-389-1400  
nii: 866-388-6500

NOW: 888-565-1011  
Payphone Customers: 866-660-5994



If you have any questions regarding this transaction or your service or billing after the actual Transfer Date, you should contact Birch at 888-275-0777 or 888-772-4724. (will be state specific)

**About Birch Communications**

Headquartered in Atlanta GA, Birch Communications is one of the largest competitive local exchange carriers in its 31-state southeast, southwest, midwest and northeast regions serving residential and business customers. Birch was the first in its class to deploy its own private IP network utilizing soft switch technology to deliver innovative, high quality, affordable voice and broadband communications services to small and medium business customers.

Cleartel thanks you for your business and Birch looks forward to continuing to provide you with quality service for many years to come.

Sincerely,

Cleartel Communications and  
Birch Communications



DATE

Customers Name  
Customers Address  
City, State, Zipcode

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Please rest assured, the transition will have little or no impact on your current services, nor will there be any interruption of your service. The agreement between Birch and CCI has been structured so that the transfer of service will be an almost seamless transition with only a minor change to voicemail services. You will retain all service rates, features, terms and conditions of service and your telephone phone number. You will not incur any charges for the transfer of services to Birch and **no action is required from you to continue your telecommunication service(s) with Birch**. You will receive your first billing statement from Birch starting with your \_\_\_\_\_ or \_\_\_\_\_ bill.

You do have the right to select a different carrier for the telecommunication service(s) at issue. If you choose to switch to an alternate carrier for services, you may incur a fee for the transfer of services to that alternate carrier. In addition, should you have a term commitment with Cleartel and you disconnect services or transfer to another carrier prior to the end of that term, you will be liable for early termination charges. Please note that if you are a customer of Cleartel on the Transfer Date, your account will automatically be transferred to Birch.

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Cleartel: 888-389-1400      Supra: 800-412-1234      IDS: 888-389-1400  
nii: 866-388-6500      NOW: 888-565-1011      Payphone Customers: 866-660-5994

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Cleartel thanks you for your business and Birch looks forward to continuing to provide you with quality service for many years to come.

Sincerely,

Cleartel Communications and  
Birch Communications



DATE

Customers Name  
Customers Address  
City, State, Zipcode

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Cleartel Communications and  
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Birch Communications