



Control Number: 38473



Item Number: 1

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W. Lane Lanford
Executive Director

Public Utility Commission of Texas

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Brett A. Perlman
Commissioner

Rebecca Klein
Commissioner

(TITLE PAGE)

APPLICATION FOR CERTIFICATION, RE-QUALIFICATION, OR
AMENDMENT TO A
SERVICE PROVIDER CERTIFICATE OF OPERATING AUTHORITY AND
A CERTIFICATE OF OPERATING AUTHORITY

DOCKET NO. 38473

APPLICANT:

Birch Telecom of Texas, Ltd. LLP d/b/a Birch Communications and
Ionex Communications of the South, Inc. d/b/a Birch Communications

Authorized Representative or Attorney to contact about this Application:

NAME: Angela Collins TITLE: Counsel to Birch Communications

ADDRESS:

1990 K Street, NW, Suite 950, Washington, DC 20006

TELEPHONE: 202-862-8930 FAX: 202-862-8958

EMAIL ADDRESS: acollins@cgrdc.com

Agent for Service of Process:

NAME: Corporation Service TITLE: Company d/b/a CSC Incorporating Service Company

ADDRESS:

701 Brazos Street, Suite 1050, Austin, Texas 78701

TELEPHONE: 512-397-1550 FAX: 512-397-1564

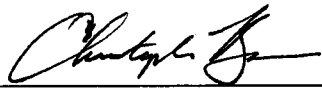
EMAIL ADDRESS: _____

AFFIDAVIT

STATE OF MISSOURI §
 §
COUNTY OF JACKSON §

1. My name is Christopher Bunce. I am Vice President, Legal, and General Counsel for the Applicants Birch Telecom of Texas, Ltd. LLP d/b/a Birch Communications and Ionex Communications of the South, Inc. d/b/a Birch Communications (collectively, "Applicants").

2. I swear or affirm that I have personal knowledge of the facts stated in this Application for a Service Provider Certificate of Operating Authority, that I am competent to testify to them, and that I have the authority to make this Application on behalf of the Applicants. I further swear or affirm that all of the statements and representations made in this Application for a Service Provider Certificate of Operating Authority are true and correct. I swear or affirm that the Applicants understand and will comply with all requirements of law applicable to a Service Provider Certificate of Operating Authority.




Signature

CHRISTOPHER BUNCE
Typed or Printed Name

SWORN TO AND SUBSCRIBED before me on the 20th day of July, 2010.

ANGELA A. HOKE
Notary Public-Notary Seal
STATE OF MISSOURI
Platte County
My Commission Expires June 9, 2011
Commission # 10887286



Notary Public in and for the
State of Missouri

My commission expires: 6-9-14

SECTION ONE – BASIC INFORMATION

1. Check one or more of the following Requests:

(a) Check only one.

☐ New SPCOA Application

☒ Amended SPCOA Application
Amending SPCOA
Nos. 60400 and 60008

☐ New COA Application

☐ Amended COA Application
Amending COA No.

(b) If you are filing an amendment, check one or more of the following as requests made in this amendment filing:

☐ Name Change Amendment

☐ Certification Relinquishment

☒ Change in Ownership/Control

☐ Service Discontinuation

☐ Change in Service Area

☐ Change in Type of Provider

☐ Corporate Restructuring

☐ Other

(c) Provide a summary explanation of all items checked in "b" above.

Birch Telecom of Texas, Ltd., LLP d/b/a Birch Communications ("Birch Telecom") and Ionex Communications South, Inc. d/b/a Birch Communications ("Ionex") (collectively, the "Applicants"), respectfully request approval from the Public Utility Commission of Texas ("Commission") of a *pro forma* internal corporate reorganization whereby all shares in Birch Communications, Inc. ("Birch"), the ultimate parent of Birch Telecom and Ionex, will be transferred to Birch Communications Holdings, Inc. ("Birch Holdings"). As a result, Birch Holdings will become the sole shareholder of Birch, and the ultimate owner of Birch Telecom and Ionex. The change in control 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.

As part of this corporate restructuring, each current Birch shareholder will transfer its shares to Birch Holdings, as a contribution to the capital of Birch Holdings. In exchange, Birch Holdings will issue to each 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 Telecom and Ionex, as the same owners of Birch will continue to own Birch Holdings after consummation of the transaction.

2. Provide a description of the Applicant, which shall include the following:

- (a) Legal name and all assumed names under which the Applicant conducts business, if any;

**Birch Telecom of Texas, Ltd., LLP d/b/a Birch Communications
Ionex Communications South, Inc. d/b/a Birch Communications**

- (b) Address of principal office and business office;

**2300 Main Street, Suite 600
Kansas City, Missouri 64108**

- (c) Principal office/business office telephone number:

**Telephone: 816-300-3000
Toll-free customer service telephone number: 1-888-610-0995
Fax number: 816-300-1808
Website address: www.Birch.com**

- (d) FCC Carrier Identification Code (CIC) or National Exchange Carriers Association (NECA) Operating Carrier Numbers (OCNs), if available;

No change

- (e) Form of business in Texas (e.g., corporation, partnership, sole proprietorship), Charter/Authorization number, date business was formed and date change was made (if applicable). Provide the State and date in which parent company is registered. *(The Commission requires registration with the Secretary of State for all forms of business, except sole proprietorships.)*

Birch Telecom is a Texas limited partnership formed in 1998 (number 11197410).

Ionex is a Texas corporation formed in 1983 (number 63826300).

- (f) Name, address, and office address of each director, officer, or partner:

Officers:

Vincent M. Oddo

President and Chief Executive Officer

3060 Peachtree Road NW, Suite 1065, Atlanta, GA 30305

Chris Aversano
Executive Vice President and Chief Operating Officer
3060 Peachtree Road NW, Suite 1065, Atlanta, GA 30305

Allan Samson
Senior Vice President, Product Development, Sales and Marketing
3060 Peachtree Road NW, Suite 1065, Atlanta, GA 30305

Edward James
Senior Vice President, Finance, Chief Financial Officer, and Treasurer
3060 Peachtree Road NW, Suite 1065, Atlanta, GA 30305

Jerry Hill
Vice President of Information Technology and Chief Information Officer
3060 Peachtree Road NW, Suite 1065, Atlanta, GA 30305

Christopher Bunce
Vice President, Legal, and General Counsel
2300 Main Street, Suite 600, Kansas City, Missouri 64108

Apryle Ovell
Vice President of Finance
3060 Peachtree Road NW, Suite 1065, Atlanta, GA 30305

Tom Stachowiak
Vice President, Engineering
3060 Peachtree Road NW, Suite 1065, Atlanta, GA 30305

Directors:
Dr. Kirby Godsey
3060 Peachtree Road NW, Suite 1065, Atlanta, GA 30305

Holcombe Green, Jr.
3060 Peachtree Road NW, Suite 1065, Atlanta, GA 30305

(g) Name, address, and office address of each of the five largest shareholders, if not publicly traded;

Birch Telecom: Birch Texas Holdings, Inc. holds 1% of Birch Telecom as a General Partner. Birch Telecom 1996, Inc. holds 99% of Birch Telecom as a Limited Partner. Both Birch Texas Holdings, Inc. and Birch Telecom 1996, Inc. are wholly-owned by Birch Telecom, Inc. Birch Telecom, Inc. is wholly-owned by Birch Communications, Inc. (or "Birch" as described above). After consummation of the contemplated transaction, Birch will be wholly-owned by Birch Communications Holdings, Inc. (or "Birch Holdings" as described above). The current shareholders of Birch and the future shareholders of Birch Holdings will be Holcombe Green, R. Kirby Godsey, Vincent Oddo, and the R. Kirby Godsey Trust.

Ionex: Ionex is wholly-owned by Birch Telecom, Inc. Birch Telecom, Inc. is wholly-owned by Birch Communications, Inc. (or "Birch" as described above). After consummation of the contemplated transaction, Birch will be wholly-owned by Birch Communications Holdings, Inc. (or "Birch Holdings" as described above). The current shareholders of Birch and the future shareholders of Birch Holdings will be Holcombe Green, R. Kirby Godsey, Vincent Oddo, and the R. Kirby Godsey Trust.

The address for all shareholders is 3060 Peachtree Road NW, Suite 1065, Atlanta, GA 30305.

- (h) Legal name of parent company, if any, and a description of its primary business interests; and,

Birch Communications, Inc. (or "Birch" as described above) and its subsidiaries provide telecommunications services to both business and residential customers in 32 states. As a result of the proposed transaction, Birch Communications Holdings, Inc. (or "Birch Holdings" as described above) will become the ultimate parent of Birch Telecom and Ionex. Birch Holdings will conduct no business other than holding the equity of Birch and any activities reasonably related thereto.

- (i) Legal name of all affiliated companies that are public utilities or that are providing telecommunications services and the states in which they are providing service. Give a description of all affiliates and explain in detail the relationship between the Applicant and its affiliates. An organizational chart should be provided.

In addition to Texas, Birch Telecom and Ionex have affiliates offering service in the following states: Alabama, Arkansas, California, Colorado, Florida, Georgia, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, New Jersey, New York, North Carolina, North Dakota, Nebraska, Ohio, Oklahoma, Pennsylvania, South Carolina, South Dakota, Tennessee, Wisconsin, and Wyoming. All affiliates are ultimately owned by Birch Communications, Inc. (or "Birch" as described above). After consummation of the contemplated transaction, all affiliates will be ultimately owned by Birch Communications Holdings, Inc. (or "Birch Holdings" as described above).

3. State the name **and only one name**, in which the Applicant wants the Commission to issue its certificate. *(NOTE: If the Applicant is a corporation, the Commission will issue the certificate in either the Applicant's corporate or assumed name, not both. The certificate holder must use only the name approved by the Commission on all bills and advertisements sent to or viewed by the public. Name Changes require Commission Approval as well as Secretary of State Approval.)*

No change.

SECTION TWO – TECHNICAL INFORMATION

4. (a) Provide a detailed description of the telecommunications services to be provided. **No change.**

(b) Indicate with a yes or no response, whether the Applicant will be providing the following telecommunications services: **No change.**
5. (a) Is the Applicant providing prepaid calling services? **No change.**

(b) If yes to (a), provide a yes or no response to the list of telecommunications services below: **No change.**
6. (a) Indicate below the type of local exchange provider being requested: (*Facilities-based, Resale Only, Data Only, or a combination these types of providers*). **No change.**

(b) If the answer involves facilities-based or data, please provide a detailed description of the telecommunication facilities, platforms, or systems that will be used to provide these services. Telecommunication facilities include: conduits, ducts, poles, wires, cables, end-office switches, telecommunications circuit equipment, telecommunications signaling systems, and telecommunications transmission facilities used to provide basic local exchange telephone service, basic local telecommunications service, and switched access service.
No change.
7. Provide a written description of the exchanges, local access and transportation areas (LATAs), or incumbent local exchange company (ILEC) service areas or attach a scaled map of the geographic area for which the certificate is requested within the State of Texas that the Applicant proposes to serve. **No change.**
8. Does the Applicant, owner, or any affiliate currently hold a service provider certificate of operating authority (SPCOA), certificate of operating authority (COA), or certificate of convenience and necessity (CCN) for any part of the area covered by this Application? **No change.**
9. (a) Does the Applicant expect to provide service to customers other than itself and its affiliates? **No change.**

(b) Has the Applicant provided one copy of this Application to the Commission on State Emergency Communications (a.k.a. 911 Commission)? **No change.**
(Send copy to Commission on State Emergency Communications, Accounts Payable Section at 333 Guadalupe Street, Suite 2-212, Austin, Texas 78701-3942, with phone number 512-305-6911, fax number 512-305-6937, and website address www.911.state.tx.us).

- (c) As part of the Application provided to the 911 Commission, the applicant shall provide the name, title, address, and telephone number of the applicant's 911 contact person as required in Substantive Rule No. 26.433(e)(2)(a). Any change in the information about the applicant's designated 911 contact person shall be filed with the 911 Commission with five days of the change. **No change.**
10. (a) Is the Applicant a municipality? **No change.**
- (b) Will the Applicant enable a municipality or municipal electric system to offer for sale to the public, directly or indirectly, local exchange telephone service, basic local telecommunications service, switched access service, or any non-switched telecommunications service used to provide connections between customers' premises within an exchange or between a customer's premises and a long distance provider serving the exchange? **No change.**
11. (a) State whether the Applicant has applied for any necessary municipal consent, franchise, or permit required for the types of services and facilities for which it is applying. **No change.**
- (b) Identify the municipalities from which such consent, franchise, or permit has been requested. **No change.**
12. (a) **APPLICABLE TO SPCOA APPLICANTS ONLY.** Report total intrastate switched access minutes of use for the Applicant, together with its affiliates, for the twelve-month period beginning sixteen months before the first day of the month in which this Application is filed. *(In calculating minutes of use for this question, include minutes of all entities affiliated with the Applicant).* **No change.**
- (b) **APPLICABLE TO SPCOA APPLICANTS ONLY.** Identify all affiliates whose minutes of use are included in the calculation required in 12(a). **No change.**

SECTION THREE – TECHNICAL QUALIFICATIONS

13. (a) Has the Applicant, its owners, or any affiliate applied for a permit, license, or certificate to provide telecommunications services in any state other than Texas? If yes, identify the state(s) and fully explain. **No change.**
- (b) Has the Applicant, its owners, or any affiliate ever had a permit, license, or certificate to provide telecommunications services granted by any state? If yes, identify the state(s) and fully explain. **No change.**

- (c) Has the Applicant, its owners, or any affiliate ever had any permit, license, or certificate denied or revoked by any state? If yes, identify the state(s) and fully explain. **No change.**
 - (d) Has the Applicant, its owners, or any affiliate ever provided telecommunications services in Texas or any other state? If yes, identify the state(s) and fully explain. **No change.**
 - (e) List any telecommunications certifications/authorizations or registrations granted to the Applicant, its parent company, its owners, or any of its affiliates within the State of Texas. **No change.**
14. (a) Provide the complaint history and history of regulatory actions taken against the Applicant, its parent company, any affiliated companies, and/or any companies of the owners that are public utilities or that have provided telecommunications services for the past 24 months in other states. The information should include, but not be limited to, the type of complaint, status of the complaint, and the resolution of the complaint.

In 2009, Birch Communications, Inc. (or "Birch" as described above), the current parent company of Birch Telecom and Ionex, entered into a settlement agreement with staff of the California PUC and paid approximately \$10,000 in connection with that settlement. This dispute was based on allegations that the company did not provide complete initial application to California PUC in connection with the company's previous bankruptcy proceedings.

- (b) Has the Applicant, its parent company, any affiliated companies, and/or any companies of the owner been notified that it is currently under investigation in Texas or another state or jurisdiction for violation of any deceptive trade or consumer protection law or regulation? If yes, please explain.

No.

- (c) Provide the number of customers per state (including Texas) for the past 24 months, for the Applicant, its parent company, and/or any affiliates that are providing telecommunications services.

Please see CONFIDENTIAL Exhibit A.

15. (a) Provide a detailed description of the Applicant's technical qualifications to provide the local exchange service, basic local telecommunications service, and/or switched access service proposed in this Application.

The *pro forma* internal reorganization will not result in a change in the management or operations of Birch Telecom or Ionex.

- (b) If the Applicant plans to rely upon a consultant to meet the technical qualifications requirements, provide the following information: (1) name, address, and phone

number of consultant, (2) a copy of the contract between the principals and the consultant, (3) consultant's resume or description of experience, (4) information regarding any professional registrations or certifications, (5) percentage of the consultant's time being contracted, and (6) a list of other telecommunications companies served by the consultant and the percentage of time allotted to each company.

Applicants do not rely on outside consultants to meet technical qualifications.

- (c) Provide a detailed description or individual resumes setting forth the qualifications of the Applicant's key personnel. Descriptions or resumes shall include (1) Key Personnel Names, (2) Applicant Company Titles, (3) Detailed Telecommunications Experience, and (4) Years of Experience.

Brief resumes of key personnel are included as Exhibit B.

- 16. Attach a completed Service Quality Questionnaire.

No change

SECTION FOUR – FINANCIAL QUALIFICATIONS

- 17. If the Applicant is relying on a third party, including a parent, subsidiary, or affiliate company to support its financial ability to provide the services covered by this Application, provide the following information:

- (a) identify the third party;
- (b) state the third party's relationship to the Applicant; and
- (c) detail the nature and extent of the reliance.

Applicants are not relying on any other party to support their financial ability to continue providing their current services.

- 18. Provide a projected monthly cash-flow forecast for the initial 24-month period following the provision of service by the Applicant. This cash-flow forecast should detail all anticipated revenues and expenses, including operating and marketing expenses. Itemize one-time costs such as the purchase of start-up equipment, and the costs of obtaining an operating certificate from the Commission. Explain any assumptions made in the forecast (revenue-per-customer, sales growth, expense growth) in footnotes.

Applicants do not expect that the reorganization described herein will have a negative effect of Applicants' current cash flow.

- 19. Provide a monthly forecast of the accounts receivable balance anticipated to be carried by the Applicant during the initial 24-month period of service provision.

Applicants do not expect that the transaction described herein will affect their accounts receivable balance.

20. If the Applicant plans to be a facilities-based carrier, provide a 36 month estimate of capital expenditures, a description of the facilities to be installed, and a description of any anticipated financing. Indicate whether or not these capital expenditures are included in the cash-flow forecast provided above. If so, please explain in detail how they were included.

Not applicable.

21. Provide evidence of the Applicant's financial qualifications, or the financial qualifications of the third party on which the Applicant is relying, to provide the proposed services. Such evidence should be sufficient to satisfy the financial requirements in PUC Substantive Rule §§26.109 and/or 26.111. Financial instruments that will meet the cash requirements are delineated in PUC Substantive Rule §§ 26.109 and/or 26.111. The Applicant must provide copies of documents from independent sources that demonstrate the Applicant's access to cash or other financial resources. Examples of documentation that may be provided include copies of:

- (a) three recent, consecutive bank statements;
- (b) an attestation letter of net financial strength from a certified public accountant or investment account manager;
- (c) audited financial statements;
- (d) line-of-credit agreements or letters of credit;
- (e) sworn letters of guaranty from third parties on which the Applicant is relying for financial support; and
- (f) bank loan approval documents.

Please see CONFIDENTIAL Exhibit C.

22. Applicants that are established business entities shall provide historical financial statements (audited, if available) for the last two years, including income statements, balance sheets, cash-flow statements, and any related footnotes or schedules.

Please see CONFIDENTIAL Exhibit C.

23. If the Applicant is an established business entity, state whether the Applicant, or the third party on which the Applicant is relying for financial support, is currently under

the protection of the federal bankruptcy laws or has been under the protection of the federal bankruptcy laws in the past two years. If so, please explain in detail the extent to which the bankruptcy affects the Applicant's financial qualifications.

Neither Applicant is currently under the protection of federal bankruptcy laws.

24. Please provide a summary of any history of bankruptcy, dissolution, merger or acquisition of the applicant or any predecessors in interest for two calendar years immediately preceding this Application.

Birch Telecom, Inc. successfully emerged from Chapter 11 protection in early 2006. The proceeding had no impact on Applicants.

SECTION FIVE - MISCELLANEOUS

25. Are any owners, directors, officers, or partners in the organization convicted felons? If yes, please explain.

No.

26. **OPTIONAL RESPONSE:** Provide any additional information that the Applicant believes may be relevant to the Applicant's qualifications to provide the proposed service.

N/A

EXHIBITS

Exhibit A	Customer Counts*
Exhibit B	Resumes of Key Personnel
Exhibit C	Financial Statements*

* Submitted pursuant to a request for confidential treatment.

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EXHIBIT A

CUSTOMER COUNTS

Pursuant to Section 552.110 of the Texas Open Records Act, Tex. Gov't Code Ann. 552.110, and Section 22.71 (d) of the Commission's Procedural Rules, P.U.C. Proc. Rule §22.71(d), Applicants respectfully request that the Commission grant protection from public disclosure and afford **CONFIDENTIAL** treatment to Exhibit A.

Applicants request confidential treatment of Exhibit A because it contains proprietary information regarding Applicants, which are not publicly traded companies. The information provided in Exhibit A is proprietary, sensitive, and commercial information that is not publicly available and, if released, could be used by Applicants' competitors to cause competitive harm. The potential harm to Applicants is substantial, and the need for proprietary protection of this information outweighs any need for public disclosure at this time. As such, Exhibit A should be afforded protection from public inspection.

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EXHIBIT B

RESUMES OF KEY PERSONNEL

Vincent Oddo President & CEO

Vincent M. Oddo serves as President and Chief Executive Officer of Birch Communications. In this capacity, he is responsible for the overall strategic direction of the company as well as playing a critical role in the many acquisitions that have been completed to date. Mr. Oddo is a 25+ year veteran of the telecom industry and has specialized in growing, restructuring and managing wire-line, wireless and broadband telecommunications businesses. Prior to joining Birch in 2003, he served as SVP and COO of Network Telephone; SVP and CIO of NuVox Communications; SVP of BellSouth; and SVP of Graphic Scanning Corp.

Mr. Oddo holds both a Bachelor of Arts degree and Masters degree in Public Administration from Long Island University.

Chris Aversano Chief Operating Officer and Executive Vice President

Chris Aversano serves as Chief Operating Officer and Executive Vice President of Birch Communications. In this capacity, he is responsible for managing the overall Operations and Engineering efforts of the company. Mr. Aversano is a 20+ year veteran of the telecommunications and engineering industries and has specialized in wire-line, wireless, and satellite communications. Prior to joining Birch in 2004, he served as VP of Service Delivery and Engineering Operations at Network Telephone Corp; VP of Provisioning at Nuvox; Director of Process Design at Covad Communications; and Program Manager for the United States Air Force responsible for Global Positioning System (GPS) Satellites.

Mr. Aversano holds a Bachelor of Science degree in Electrical Engineering from Clemson University, as well as an Associates Degree in Telecommunications from the United States Air Force.

Allan Samson Chief Sales & Marketing Officer and Senior Vice President

Allan Samson serves as Chief Sales and Marketing Officer and Senior Vice President of Birch Communications. In this capacity, he is responsible for managing the overall Sales and Marketing efforts of the company. Mr. Samson is a nearly 20 year veteran of the telecommunications industry. Prior to joining Birch in 1999, he served in various leadership positions, of increasing responsibility, in product management, regulatory and network operations at AT&T.

Mr. Samson holds a Bachelor of Science degree in Industrial Engineering from the University of Missouri and a Masters in Business Administration degree from Southern Methodist University.

Edward James
Chief Financial Officer and Senior Vice President

Edward James serves as Chief Financial Officer and Senior Vice President of Birch Communications. In this capacity, he is responsible for maintaining and reporting the financial health of the company and overseeing the corporate assets of the company. Mr. James is a nearly 20 year veteran of the telecommunications and finance industries. Prior to joining Birch in 2008, he served as CFO of American Telecom Services, Inc.; Director of Finance of Carter's Inc.; various accounting, operations and finance positions at United Parcel Service (UPS).

Mr. James holds a Bachelor of Arts degree from Mississippi College, and a Masters in Business Administration degree from Cumberland University.

Jerry Hill
Vice President, Chief Information Officer

Mr. Hill serves as Vice President and Chief Information Officer for Birch Communications. In this capacity, he is responsible for developing, implementing and managing the information technology needs of the company. Mr. Hill is a 25+ year veteran of the Information Technology industry. Prior to joining Birch in 2000, he provided software consulting to a variety of industries, including Health Care, Financial Services, and Restaurant Operations. He is a nationally recognized leader in software design and development on the Microsoft Windows Platform.

Mr. Hill holds both a Bachelor of Arts and Masters degrees in Business Administration from Mercer University.

Chris Bunce
Vice President, Legal, and General Counsel

Mr. Bunce serves as Vice President and General Counsel for Birch Communications. In this capacity, he is responsible for managing the legal operations, legal compliance and regulatory compliance functions of the company. Mr. Bunce is a 15+ year veteran of the telecom industry. Prior to joining Birch in 2000, he served as legal counsel for: GST Telecom, CallAmerica, ICON Networks, TotalNet and other telecommunications and Internet firms.

Mr. Bunce holds a Bachelor's degree in both History and Journalism/Mass Communication from Iowa State University, and a Juris Doctor degree from the University of Iowa College of Law.

Apryle Ovell
Vice President of Finance

Ms. Ovell serves as Vice President of Finance for Birch Communications. In this capacity, she is responsible for the financial reporting, general ledger, accounts payable, accounts receivable, payroll and collections functions of the company. Ms. Ovell is a 10+ year veteran

of both the telecommunications and finance industries. Prior to joining Birch in 2001, she served in financial leadership roles within the public accounting, medical testing and manufacturing industries.

Ms. Ovell holds a Bachelor of Science degree in Accounting from Penn State University, and is currently pursuing a Masters in Business Administration degree from the University of Scranton.

Tom Stachowiak
Vice President, Engineering

Mr. Stachowiak serves as Vice President of Engineering for Birch Communications. In this capacity, he is responsible for the overall design and management of our IP and TDM networks. Mr. Stachowiak is a 13+ year veteran of the telecommunications and information technology industries. Prior to joining Birch in 2005, he spent several years at Verso Technologies building and operating VoIP softswitches and application servers. He also worked for 4 years at Syracuse University conducting research on applying IP technologies to military command and control systems and distance learning.

Mr. Stachowiak holds both a Masters of Science degree in Computer Science and a Masters in Business Administration degree from Syracuse University.

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EXHIBIT C

FINANCIAL STATEMENTS

Pursuant to Section 552.110 of the Texas Open Records Act, Tex. Gov't Code Ann. 552.110, and Section 22.71 (d) of the Commission's Procedural Rules, P.U.C. Proc. Rule §22.71(d), Applicants respectfully request that the Commission grant protection from public disclosure and afford **CONFIDENTIAL** treatment to Exhibit C.

Applicants request confidential treatment of Exhibit C because it contains proprietary information regarding Applicants, which are not publicly traded companies. The information provided in Exhibit C is proprietary, sensitive, and commercial information that is not publicly available and, if released, could be used by Applicants' competitors to cause competitive harm. The potential harm to Applicants is substantial, and the need for proprietary protection of this information outweighs any need for public disclosure at this time. As such, Exhibit C should be afforded protection from public inspection.