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October 18, 2010

VIA ELECTRONIC FILING

Dave Danner
Executive Director/Secretary
Washington Utilities and Transportation Commission
P.O. Box 47250
1300 S. Evergreen Park Dr., S.W.
Olympia, WA 98504-7250

Re: Docket UT-101693 - REVISED Notification of Transfer of Customers and Assets between Ionex Communications North, Inc. d/b/a Birch Communications and American Fiber Network, Inc.

Dear Mr. Danner:

Ionex Communications North, Inc. d/b/a Birch Communications (“Ionex” or “Purchaser”) and American Fiber Network, Inc. (“AFN” or “Seller”) (Ionex and AFN collectively, the “Parties”), hereby respectfully provide this revised notification to the Washington Utilities and Transportation Commission (“Commission”) of a pending transaction between AFN and Ionex, pursuant to which AFN will transfer substantially all of its telecommunications assets and Washington customer base to Ionex (the “Transaction”). The Parties provide this notification pursuant to WAC 480-120-147(7).

I. PARTIES

A. Ionex Communications North, Inc. d/b/a Birch Communications

Ionex is a South Dakota corporation with headquarters located at 3060 Peachtree Road NW, Suite 1065, Atlanta, Georgia 30305. Ionex is authorized by the Commission to provide telecommunications services throughout the state of Washington.¹ Ionex is a wholly owned subsidiary of Birch Communications, Inc. (“BCI”), a Georgia corporation with headquarters located at 3060 Peachtree Road NW, Suite 1065, Atlanta, Georgia 30305. BCI and its subsidiaries provide telecommunications services to both business and residential customers in 34 states.

¹ Docket No. UT-101335 (Sept. 2, 2010).

B. American Fiber Network, Inc.

AFN is a Delaware corporation with offices located at 9401 Indian Creek Parkway, Suite 280, Overland Park, Kansas 66210. AFN is authorized by the Commission to provide telecommunications services throughout the state of Washington.²

II. DESIGNATED CONTACTS

Correspondence concerning this matter should be directed to:

**For Ionex Communications North, Inc.
d/b/a Birch Communications**

Angela F. Collins
Cahill Gordon & Reindel LLP
1990 K Street, NW, Suite 950
Washington, DC 20006
202-862-8930 (telephone)
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For American Fiber Network, Inc.

Douglas C. Bethell
American Fiber Network, Inc.
9401 Indian Creek Parkway, Suite 280
Overland Park, KS 66210
913-338-2658 (telephone)
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doug.bethel@afnlt.com

III. DESCRIPTION OF THE TRANSACTION AND PUBLIC INTEREST STATEMENT

On September 3, 2010, BCI agreed to purchase Seller's assets and customer base. The assets to be purchased include customer accounts, accounts receivable, customer agreements and contracts, vendor agreements and contracts, and intellectual property. Ionex will make any necessary revisions to its tariffs or published service offerings to incorporate Seller's current services and rates so that the affected customers will continue to receive the same services that they currently receive without any immediate changes to service offerings, rates, terms, or conditions. The ownership structure of BCI and Ionex will not be affected by the Transaction. Upon consummation of the Transaction and after completion of the customer transfer, Ionex will provide AFN customers with the same service quality they have come to expect and all billing will be handled under the Birch name. Consummation of the Transaction is contingent on, among other things, receipt of all necessary regulatory approvals.

The proposed transfer will affect all of AFN's current Washington customers, 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 December 1, 2010. The Parties will provide notice to affected customers in accordance with state requirements and the rules and regulations of the Federal Communications Commission. A draft customer notice letter is attached as **Exhibit A**. Upon completion of the Transaction and the migration of

² Docket No. UT-991962 (May 10, 2000).

customers to Birch, AFN will no longer offer telecommunications services in Washington, and will make an appropriate filing in that regard.

Approval of the proposed Transaction serves the public interest. The proposed Transaction will ensure that the affected customers enjoy continuity of high-quality telecommunications service. Current AFN customers will be given prior written notice of the transfer of their account to Ionex, in compliance with state and federal customer notice rules. Following the Transaction, the affected customers will receive high-quality service supported by Ionex's experienced and well-qualified management team. Consequently, the proposed Transaction will be transparent to customers and will not have a negative impact on the public interest, service to Washington customers, or competition.

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

Respectfully submitted,

A handwritten signature in black ink that reads "Angela Collins". The signature is written in a cursive, flowing style.

Angela F. Collins

Counsel for Ionex Communications North,
Inc. d/b/a Birch Communications

Attachment

EXHIBIT A

Draft Customer Notice Letter



IMPORTANT NOTICE
REGARDING A CHANGE IN YOUR TELECOMMUNICATIONS SERVICES

Dear _____

Birch Communications ("Birch") and American Fiber Network, Inc. ("AFN") are pleased to announce that Birch will acquire AFN's local and long distance telephone customers. Subject to approval by the Federal Communications Commission and state regulators, Birch will replace AFN as your current telecommunications service provider on or after [30 DAYS] (the "Transfer Date"). As a result of this transaction, Birch will assume responsibility for all services previously provided to you by AFN. Birch is excited about the opportunity to provide your telecommunications service(s) 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 AFN has been structured so that the transfer of service will be virtually seamless other than the possibility of a minor change to your voice mail service for which you will receive additional information.¹ 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 you in a neutral manner and **with no increase to your regular monthly recurring charges**. You will retain all other 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 [INSERT MONTH] or [INSERT MONTH] bill. As in the past, you are responsible for paying all bills rendered to you by AFN during the transition of service.

You do have the right to select a different carrier for the telecommunications 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 AFN and you disconnect services or transfer to another carrier prior to the end of that term, you will be liable for any early termination charges.

¹ It will be necessary for you to reset your password and re-record your message greeting(s). Additionally, saved messages at the time of the transfer will no longer be retained. Birch will provide further details in a follow-up letter.

If you select a local telephone service 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 AFN 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 AFN at **800-864-0583**.

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**.

About Birch Communications - Headquartered in Atlanta, Georgia, Birch Communications is one of the largest competitive local exchange carriers in its 38-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.

AFN thanks you for your business and Birch looks forward to providing you with quality service for many years to come.

Sincerely,

American Fiber Network, Inc. and
Birch Communications