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May 1, 2014

**VIA ELECTRONIC FILING AND FEDERAL EXPRESS**

Filing Center  
Public Utility Commission of Oregon  
550 Capitol Street NE, Suite 215  
Salem, OR 97308-2148

**Re: Ionex Communications North, Inc. d/b/a Birch Communications and  
Cbeyond Communications, LLC - Notification of Transfer of Control**

Dear Sir or Madam:

Ionex Communications North, Inc. d/b/a Birch Communications (“Ionex”) and Cbeyond Communications, LLC (“Cbeyond”) (Ionex and Cbeyond collectively, the “Parties”) hereby respectfully notify the Public Utility Commission of Oregon (“Commission”) of a pending transaction between Cbeyond and Ionex pursuant to which control of Cbeyond will be transferred to the ultimate parent of Ionex, Birch Communications, Inc. (“BCI”) (the “Transaction”).

It is the Parties’ understanding that no prior Commission approval is required to consummate the Transaction described herein. The Parties therefore submit this notice for the Commission’s information.

**I. PARTIES**

**A. Ionex Communications North, Inc. dba 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 local exchange and interexchange telecommunications services in Oregon.<sup>1</sup> Ionex is a wholly owned subsidiary of BCI, a Georgia corporation with headquarters located at 3060 Peachtree Road NW, Suite 1065, Atlanta, Georgia 30305. BCI and its subsidiaries are authorized to provide telecommunications services in 50 states and the District of Columbia.

<sup>1</sup> Docket No. CP 1487 (Sept. 22, 2010).

**B. Cbeyond Communications, LLC**

Cbeyond is a Delaware limited liability company with corporate headquarters at 320 Interstate North Parkway SE, Suite 300, Atlanta, GA 30339. Cbeyond is authorized by the Commission to provide telecommunications services throughout the State of Oregon.<sup>2</sup> Cbeyond, Inc. is the parent company of Cbeyond.

**II. DESIGNATED CONTACTS**

Correspondence concerning this matter should be directed to:

<b>For Cbeyond Communications, LLC</b>	<b>For Ionex Communications North, Inc. d/b/a Birch Communications</b>
William Weber, General Counsel Cbeyond Communications, LLC 320 Interstate North Parkway SE Suite 300 Atlanta, GA 30339 678-370-2327 (telephone) William.Weber@cbeyond.net	Angela F. Collins Cahill Gordon & Reindel LLP 1990 K Street, NW, Suite 950 Washington, DC 20006 202-862-8930 (telephone) 866-814-6582 (facsimile) acollins@cahill.com

**III. DESCRIPTION OF THE TRANSACTION AND PUBLIC INTEREST STATEMENT**

On April 19, 2014, Cbeyond, Inc., BCI, and Hawks Merger Sub entered into an Agreement and Plan of Merger (the "Agreement"). Pursuant to the Agreement, Hawks Merger Sub will merge with and into Cbeyond, Inc., with Cbeyond, Inc. as the surviving corporation. As a result of the merger, the separate corporate existence of Hawks Merger Sub will cease, and Cbeyond, Inc. will continue its existence as a wholly owned subsidiary of BCI. BCI will directly own 100% of the stock of Cbeyond, Inc. and indirectly own 100% of the membership interests of Cbeyond. The Transaction will result in BCI acquiring ultimate control of Cbeyond. For the Commission's convenience, pre- and post-Transaction corporate organizational structure charts depicting the entities involved in the transfer of control are provided as **Exhibit 1**. Consummation of the Transaction is contingent on, among other things, receipt of all necessary regulatory approvals. The Parties expect to close the Transaction in late June or early July. The Parties will inform the Commission once the Transaction is consummated.

The proposed Transaction does not involve the assignment of either Cbeyond's or Ionex's telecommunications authorizations or its customers. All current Oregon customers of Ionex will continue to be served by Ionex pursuant to its existing authorizations. All current Oregon customers of Cbeyond will continue to be served by Cbeyond pursuant to its existing authorizations. Customers of Cbeyond will continue to receive their existing services at the same or similar rates, terms and conditions without any immediate changes. The proposed

<sup>2</sup> Docket No. CP 1398.

Transaction will be transparent to the customers of Cbeyond. Cbeyond's existing customers will continue to receive service under the "Cbeyond" name as a result of the proposed Transaction, and all billing and correspondence will reflect the "Cbeyond" name. Accordingly, customer notice is not required under Oregon rules or the requirements of Section 64.1120(e) of the Federal Communications Commission's rules because there will be no change in service provider from the customer's perspective.

The proposed Transaction serves the public interest, and will ensure that affected customers enjoy continuity of high-quality telecommunications service. Following consummation of the Transaction, Cbeyond will continue to offer high quality services to Oregon residents, as is supported by its industry knowledge, technical expertise, and financial strength. As a result, the proposed Transaction will be transparent to customers and will not have a negative impact on the public interest, services to Oregon customers, or competition.

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

Respectfully submitted,



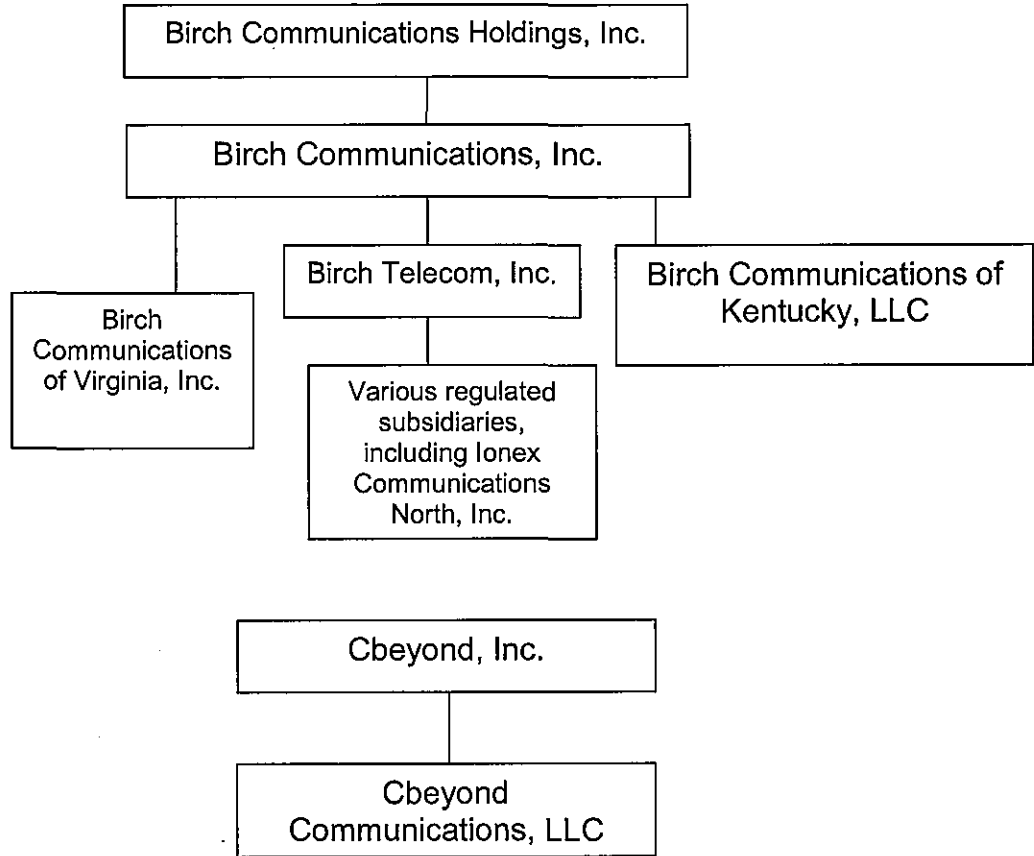
Angela F. Collins  
Counsel for Ionex Communications North,  
Inc. d/b/a Birch Communications

Attachments

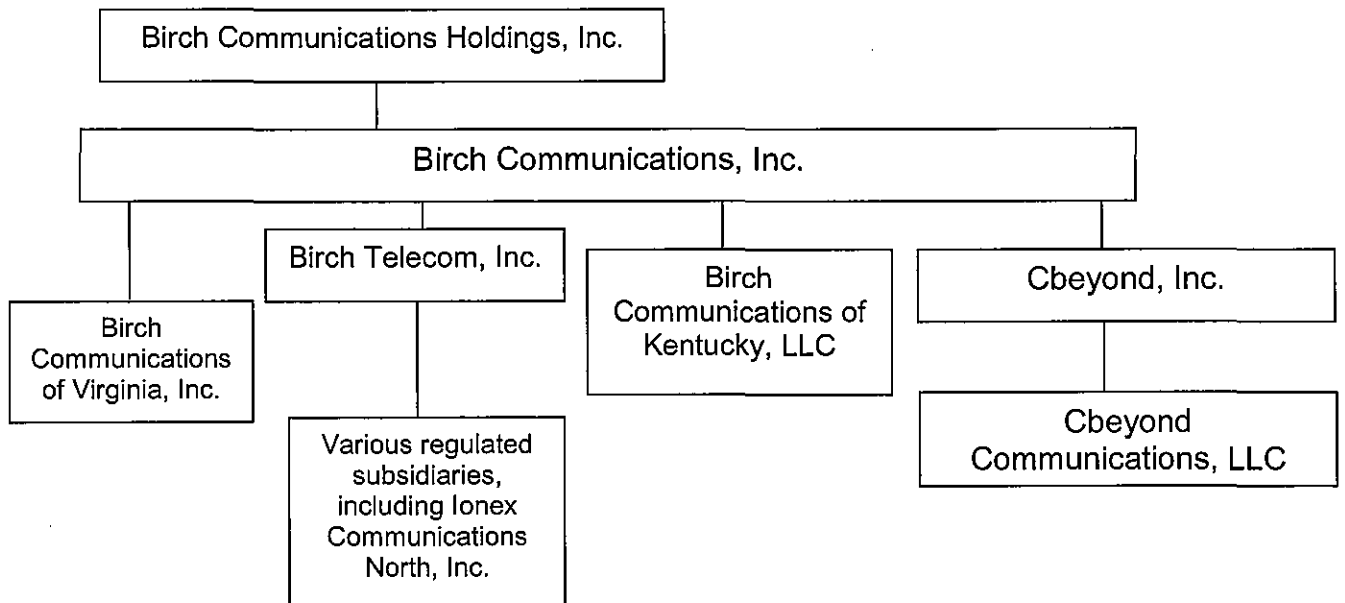
**Exhibit 1**

**Corporate Organizational Charts**

**Pre-Transaction:**



**Post-Transaction:**

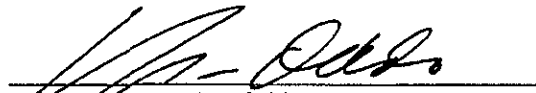


STATE OF            **GEORGIA**   )  
                              )  
COUNTY OF       **BIBB**        )

**VERIFICATION**

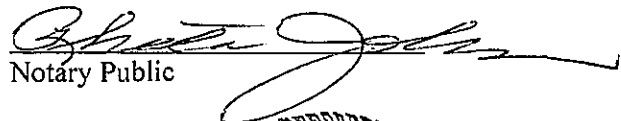
I, Vincent M. Oddo, President/CEO of Birch Communications, Inc., have reviewed and am familiar with the foregoing document. The statements in the foregoing document are true of my own knowledge, except as to matters which are herein stated on information and belief, and as to those matters, I believe them to be true.

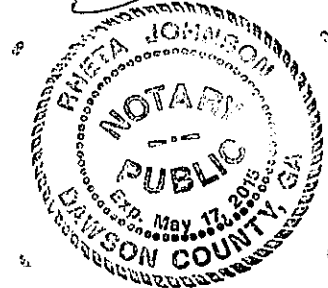
4/9/14  
Date

  
Name: Vincent M. Oddo

Title: President/CEO  
        Birch Communications, Inc.

Subscribed and sworn to before me this 9<sup>th</sup> day of April 2014

  
Notary Public




STATE OF                   **GEORGIA**  )  
  )  
COUNTY OF           **COBB**                )

**VERIFICATION**

I, William Weber, General Counsel of Cbeyond Communications, LLC, have reviewed and am familiar with the foregoing document. The statements in the foregoing document are true of my own knowledge, except as to matters which are herein stated on information and belief, and as to those matters, I believe them to be true.

4/20/2014  
Date

  
Name: William Weber  
Title: General Counsel  
Cbeyond Communications, LLC

Subscribed and sworn to before me this 20<sup>th</sup> day of April 2014

  
Notary Public

