

Exhibit C

Colorado Application

**BEFORE THE
COLORADO PUBLIC UTILITIES COMMISSION**

Joint Application of)
Ionex Communications North, Inc. dba Birch)
Communications and OrbitCom, Inc. for Waiver)
of Colorado Rule 2311 Regarding Authorization)
and Verification of Changes in) Docket No. _____
Telecommunications Providers in Connection)
with a Pending Transaction)

JOINT APPLICATION FOR WAIVER

Ionex Communications North, Inc. dba Birch Communications (“Ionex”) and OrbitCom, Inc. (“OrbitCom”) (OrbitCom and Ionex collectively, the “Applicants”) hereby request a waiver from the Colorado Public Utilities Commission (“Commission”) of Colorado Rule 2311, 4 CCR 723-2-2311, regarding authorization and verification of changes in a telecommunications provider (“Application”). This Application is made in connection with a pending transaction involving the transfer of substantially all of OrbitCom’s telecommunications assets (excluding OrbitCom’s Colorado authorizations) and OrbitCom’s Colorado customer base to Ionex (the “Transaction”). In connection with this Application, Applicants also submit the required Commission form seeking approval of the transfer of assets. Applicants submit the following in support of their request for waiver and request for approval the Transaction:

I. DESCRIPTION OF THE PARTIES

A. Ionex Communications North, Inc. dba Birch Communications

Ionex is a South Dakota corporation with principal offices 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 Colorado.¹ Ionex is a

¹ Decision Nos. C99-62 and. C98-1245.

wholly-owned subsidiary of Birch Communications, Inc. (“BCI”), a Georgia corporation with principal offices located at 3060 Peachtree Road NW, Suite 1065, Atlanta, Georgia 30305.

B. OrbitCom, Inc.

OrbitCom is a South Dakota corporation with corporate headquarters at 1701 N. Louise Ave., Sioux Falls, South Dakota, 57107. OrbitCom is authorized by the Commission to provide telecommunications services in the state of Colorado.²

II. DESIGNATED CONTACTS

Correspondence concerning this matter should be directed to:

For OrbitCom

Meredith A. Moore
Cutler Law Firm, LLP
100 N. Phillips Ave., 9th Floor
Sioux Falls, SD 57104
605-335-4950 (telephone)
605-335-4961 (facsimile)
meredithm@cutlerlawfirm.com

For Ionex

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 TRANSFER OF ASSETS AND CUSTOMERS

On April 24, 2015, BCI and OrbitCom entered into an Asset Purchase Agreement pursuant to which BCI will purchase the following assets from OrbitCom: certain customer accounts and receivables, certain customer agreements and contracts, certain vendor agreements and contracts, certain equipment, and certain intellectual property. BCI, however, will not assume any of OrbitCom’s pre-closing liabilities or obligations. Following consummation of the pending Transaction, Ionex will adopt OrbitCom’s tariffs, and then revise its tariffs as necessary to incorporate OrbitCom’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 their

² Docket No. 03A-464T; Decision No. C03-1335.

service offerings, rates, or terms and 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 OrbitCom's customers with the same high-quality service they have come to expect and all billing will be handled under the Ionex name. The transfer will occur after the receipt of all necessary regulatory approvals. OrbitCom's customers will receive notice of the Transaction forty-five (45) days prior to the planned transfer as required under the Commission's rules and as discussed in more detail below. Consummation of the Transaction is contingent on, among other things, receipt of all necessary regulatory approvals.

Upon completion of the Transaction and the migration of customers, OrbitCom will no longer offer telecommunications services in Colorado. After OrbitCom determines that it no longer needs its Colorado authorizations for operational or billing purposes, OrbitCom will surrender its authorizations and cancel its tariffs in a separate filing. The Applicants respectfully request that OrbitCom's authorization and any existing tariffs remain in place until OrbitCom separately requests such cancellation. The contact listed above for OrbitCom will address any required post-Transaction filing requirements.

IV. REQUEST FOR WAIVER

Applicants respectfully request a waiver of Colorado Rule 2311 so that OrbitCom may transfer to Ionex its customer accounts in Colorado without Ionex securing authorization and verification from each of their existing customers. As contemplated by Colorado Rule 2311(g)(I), a waiver is appropriate in this case given that obtaining the authorization and verification from each of the affected customers would be a burdensome process and impose an undue hardship on Ionex.

The Applicants will comply with the requirements of Colorado Rule 2311(g)(1)(B), which requires notice be provided at least forty-five (45) days prior to the transfer. A draft of the customer notice letter to be used in connection with this Transaction is set forth in Exhibit A. Each of the requirements of Colorado Rule 2311(g)(1)(B) is contained in the customer notification.

V. PUBLIC INTEREST CONSIDERATIONS

Approval of the Transaction and this waiver request is in the public interest. As discussed above, OrbitCom's current customers will be given prior written notice of the transfer of their account to Ionex, in compliance with Colorado and federal customer notice rules. Following consummation of the Transaction, Ionex will continue to offer high quality services to Colorado residents, as is supported by its industry knowledge, technical expertise, and financial strength. As a result, the proposed Transaction will be seamless and transparent to customers and will not have a negative impact on the public interest, services to Colorado customers, or competition.

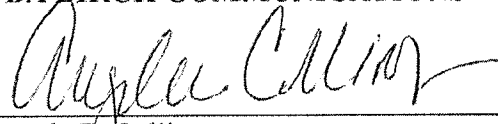
WHEREFORE, for the reasons stated above, the Applicants respectfully request that the Commission grant the request for a waiver of Colorado Rule 2311 and any other applicable regulations, regarding authorization and verification of changes in a telecommunications provider, and otherwise approve the transfer of assets and customers as set forth herein.

Respectfully submitted,

ORBITCOM, INC.

Meredith A. Moore
Cutler Law Firm, LLP
100 N. Phillips Ave., 9th Floor
Sioux Falls, SD 57104
605-335-4950 (telephone)
605-335-4961 (facsimile)
meredithm@cutlerlawfirm.com

**IONEX COMMUNICATIONS NORTH, INC.
DBA BIRCH COMMUNICATIONS**



Angela F. Collins
Cahill Gordon & Reindel LLP
1990 K Street, N.W., Suite 950
Washington, D.C. 20006
202-862-8930 (telephone)
866-814-6582 (facsimile)
acollins@cahill.com

Counsel for Ionex Communications North,
Inc. dba Birch Communications

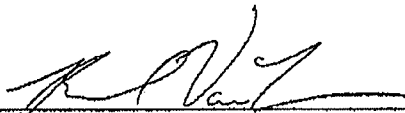
Dated: April 27, 2015

STATE OF SOUTH DAKOTA)
COUNTY OF MINNEHAHA)

VERIFICATION

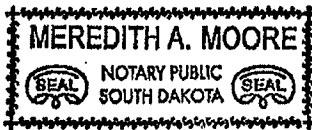
I, Brad VanLear, President of OrbitCom, Inc., have reviewed and am familiar with the foregoing document. The statements in the foregoing document are true of my own knowledge, except as to matters which are herein stated on information and belief, and as to those matters, I believe them to be true.

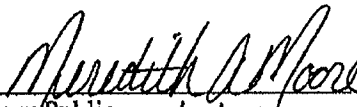
4-27-15
Date


Name: Brad VanLear

Title: President
OrbitCom, Inc.

Subscribed and sworn to before me this 27 day of April, 2015



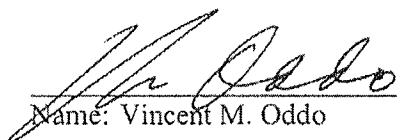

Notary Public 11/1/21

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

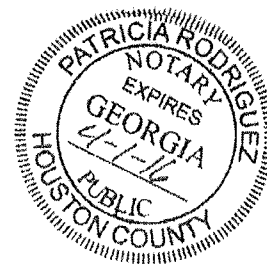
VERIFICATION

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.

April 27, 2015
Date


Name: Vincent M. Oddo

Title: President/CEO
Birch Communications, Inc.



Subscribed and sworn to before me this 27th day of April, 2015

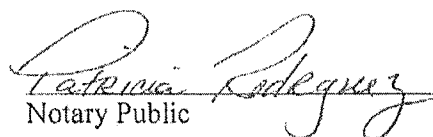

Notary Public

EXHIBIT A

DRAFT CUSTOMER NOTICE



ORBITCOM INC.



BIRCH

IMPORTANT NOTICE
REGARDING A CHANGE IN YOUR TELECOMMUNICATIONS SERVICES

Dear _____

Birch Communications ("Birch") and OrbitCom, Inc. ("OrbitCom") are pleased to announce that Birch is acquiring OrbitCom's local telephone and long distance telephone customers, as well as certain other customers receiving additional types of services from OrbitCom. Subject to approval by the Federal Communications Commission and state regulators as necessary, Birch will replace OrbitCom as your current telecommunications service provider on or after **[45 DAYS AFTER LETTER DATE]**, 2015 (the "Transfer Date"). As a result of this transaction, Birch will assume responsibility for all services previously provided to you by OrbitCom. Birch is excited about the opportunity to provide your telecommunications service(s) and looks forward to a long and mutually rewarding 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 OrbitCom 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, however, may be other changes to your service plan based on Birch's unique billing systems (e.g., customers currently utilizing a message or measured local service plan may be switched to a flat rate plan). In those cases, Birch will transition you in a neutral manner **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 number. Birch will not impose any charges for the transfer of your 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 **June 2015** or **July 2015** bill. As in the past, you are responsible for paying all bills rendered to you by OrbitCom during the transition of service.²

You do have the right to select a different carrier for your telecommunications service(s). If you choose to switch to an alternate carrier for services, you may incur a fee from that alternate carrier for the transfer of services to that alternate carrier. 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

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.

² Those customers interested in setting up online payments will be pleased to know Birch offers online payments and account updates.

that if you are a customer of OrbitCom on the Transfer Date as set forth above, your account will automatically be transferred to Birch. In addition, should you have a term commitment with OrbitCom and you disconnect or transfer services to another carrier prior to the end of that term, you will be liable to Birch for any applicable early termination charges, subject to applicable law. Please note that when your service is transferred to Birch, 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 Birch after the transfer is complete.

If you have any questions regarding this transaction or questions about your service or billing prior to the Transfer Date set forth above, you should contact OrbitCom at: **605-834-7837**.

If you have any questions regarding this transaction, or questions about your service or billing after the Transfer Date set forth above, you should contact Birch at **888-772-4724**.³

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

Sincerely,

OrbitCom, Inc. and
Birch Communications

³ **About Birch Communications** - Headquartered in Atlanta, Georgia, Birch Communications is one of the largest competitive local exchange carriers in its 50-state footprint, 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- to large-sized business customers.