

Jean L. Kiddoo
Brett P. Ferenchak
jean.kiddoo@bingham.com
brett.ferenchak@bingham.com

November 14, 2012

Via Overnight Courier

Julie P. Orchard, Commission Secretary
Utah Public Service Commission
Heber M. Wells Building, 4th Floor
160 East 300 South
Salt Lake City, Utah 84111

**Re: Notification of CTC Communications Corp., DeltaCom, LLC f/k/a
DeltaCom, Inc., and EarthLink Business, LLC f/k/a New Edge Network, Inc.
Regarding Certain *Pro Forma* Intra-Company Changes**

Dear Ms. Orchard:

CTC Communications Corp. d/b/a EarthLink Business II (f/k/a CTC Communications Corp. d/b/a EarthLink Business) ("CTC"), DeltaCom, LLC d/b/a EarthLink Business I (f/k/a DeltaCom, Inc. d/b/a EarthLink Business I) ("DeltaCom"), and EarthLink Business, LLC (f/k/a New Edge Network, Inc. d/b/a EarthLink Business) ("New Edge"),¹ (collectively, the "Parties"), by their undersigned counsel, hereby notify the Utah Public Service Commission ("Commission") of certain *pro forma* intra-company changes described in more detail below. The Parties are all indirect subsidiaries of EarthLink, Inc. ("EarthLink"), and the *pro forma* intra-company changes described herein are being undertaken to consolidate the EarthLink corporate structure and realign EarthLink's operating units to eliminate unnecessary and cumbersome intermediate companies in the EarthLink corporate structure and to assure that customer service is maximized by aligning the services with the experienced account and operations teams focused on particular lines of business.²

Beijing
Boston
Frankfurt
Hartford
Hong Kong
London
Los Angeles
New York
Orange County
San Francisco
Santa Monica
Silicon Valley
Tokyo
Washington

¹ As will be described in more detail below, DeltaCom and New Edge have recently changed their corporate form to become limited liability companies ("LLCs") and in the case of New Edge has changed its corporate name. The Parties hereby provide notice of those changes. Because the Commission's records currently reflect New Edge's former corporate name, for purposes of avoiding any confusion, the Parties refer to New Edge by its former name throughout this filing.

² The *pro forma* intra-company changes that are the subject of this filing are part of a series of *pro forma* intra-company changes to simplify EarthLink's corporate structure and realign EarthLink's operating units. While the *pro forma* intra-company changes that are the subject of this filing are expected to be completed by the end of the fourth quarter of 2012, some of the other *pro forma* intra-company changes will take place in 2013 due to the complexity of the operational changes that will be necessitated with the intra-company

Subject to regulatory approvals, EarthLink and the Parties must complete these *pro forma* intra-company changes that are the subject of this filing no later than the end of the fourth quarter of 2012 in order to achieve significant administrative savings that will enable the Company to compete even more vigorously in the provision of telecommunications services to the benefit of consumer and business customers. It is the Parties' understanding that Commission approval is not required to complete the *pro forma* intra-company changes described herein.

In support, the Parties provide the following information:

Introduction

Over the past several years, EarthLink has acquired a number of existing telecommunications businesses that either themselves or through one or more operating subsidiaries, held federal and state authorizations and certificates to provide interstate and intrastate telecommunications services. A number of these acquired companies were themselves combinations of multiple existing communications businesses and therefore had more than one licensed operating entity. As a result of these acquisitions, the corporate structure of EarthLink is extremely complex, with over 50 separate entities, many of whose services and service areas overlap. All of the entities providing interstate or intrastate telecommunications services (with the exception of EarthLink Carrier, LLC (f/k/a Interstate FiberNet, Inc. d/b/a EarthLink Carrier) ("IFN"), a wholesale telecommunications services provider, does business as "EarthLink Carrier") currently transact business, and hold themselves out to the public, under the legal or trade name "EarthLink Business." A chart depicting the current corporate organizational chart of EarthLink and its subsidiaries is provided as Exhibit A.

EarthLink intends to simplify its existing corporate structure in a way that streamlines the number of companies offering duplicative services and holding duplicative licenses through a combination of steps, including the conversion of certain of the entities to limited liability companies, the change of the legal name of certain of the entities, the merger of certain of the entities, and the realignment and transfer of certain assets to consolidate services within the appropriate business units. A chart depicting the corporate organizational structure of EarthLink upon completion of these various *pro forma* intra-company changes is provided as Exhibit B. This simplified corporate structure will reduce the reporting and accounting burdens of EarthLink and provide operational efficiencies, and will make it easier for EarthLink to market services through business units that focus on defined service and customer segments thus allowing each business unit to target its sales, operations, customer service and management teams on those service and customer segments. The instant intra-company changes will also realign certain operating and other assets to the business unit that they support.

changes. To the extent required, the Parties, and/or affiliates of the Parties, will submit additional filings with respect to those future *pro forma* intra-company changes.

Description of the Parties

EarthLink is a publicly traded Delaware corporation (NASDAQ: ELNK) with a principal business office at 1375 Peachtree Street, Atlanta, Georgia 30309. EarthLink is a provider of Internet Protocol (IP) and telecommunications infrastructure and services to other telecommunications carriers, businesses, enterprise organizations and individual customers across the United States. Over the past 6 years, EarthLink has completed the acquisition of a number of telecommunications companies including New Edge Networks (2006), ITC^DeltaCom (2010) (includes the Interstate FiberNet, DeltaCom and Business Telecom entities), and One Communications (2011) (includes the Connecticut Telephone and Communications Systems, CT Broadband, CTC Communications, Lightship Telecom, US Xchange, Choice One Communications, and Conversent Communications entities), which has resulted in a very complicated corporate structure. As noted above, all of the above acquired companies, and each of their subsidiary companies, with the exception of IFN and various unregulated operating entities and holding companies, operate under the legal or trade name EarthLink Business. In Utah, EarthLink has three subsidiaries that are authorized to provide telecommunications services: CTC,³ DeltaCom,⁴ and New Edge⁵ (collectively, the “UT Certificated Entities”). CTC is a Massachusetts corporation; DeltaCom is an Alabama limited liability company as a result of its conversion from an Alabama corporation; and New Edge is a Delaware limited liability company as a result of its conversion from a Delaware corporation. An organization chart depicting the corporate organizational structure of the UT Certificated Entities and their direct and indirect parent companies (but not affiliates) before and after the *pro forma* intra-company changes is appended hereto as Exhibit C.

³ CTC is authorized to provide long distance telecommunications services pursuant to a registration letter filed with the Commission on March 25, 1995. CTC requests that its name in the Commission’s records be changed to “CTC Communications Corp. d/b/a EarthLink Business II” to reflect its new assumed business name, which was required as a result of New Edge’s name change. A copy of CTC’s registration of assumed business name is provided as Exhibit D.

⁴ DeltaCom is authorized to provide long distance telecommunications services pursuant to a registration letter filed with the Commission on February 14, 1994. DeltaCom requests that its name in the Commission’s records be changed to “DeltaCom, LLC d/b/a EarthLink Business” to reflect its conversion to a limited liability company. A copy of DeltaCom’s conversion documents, authority to transact business in Utah and registration of trade name are provided as Exhibit E.

⁵ New Edge is authorized to provide local exchange and interexchange telecommunications services pursuant to authorizations granted in Docket No. 99-2287-01. New Edge requests that its name in the Commission’s records be changed to “EarthLink Business, LLC” to reflect its conversion to a limited liability company and name change. A copy of New Edge’s conversion and name change documents and authority to transact business in Utah are provided as Exhibit F.

Additional information regarding EarthLink, including its most recent SEC Forms 10-K and 10-Q, as filed with the Securities and Exchange Commission, is available at <http://www.earthlink.net/about/investor/>.

Contacts

Questions or any correspondence, orders, or other materials pertaining to this filing should be directed to the following:

For the Parties:

Jean L. Kiddoo
Brett P. Ferencsak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006-1806
202-373-6000 (tel)
202-373-6001 (fax)
jean.kiddoo@bingham.com
brett.ferencsak@bingham.com

With copies to:

Paula Foley
Regulatory Affairs Counsel
EarthLink Business
5 Wall Street
Burlington, MA 01803
781-362-5713 (tel)
781-362-1313 (fax)
pfoley@corp.earthlink.com

Description of Pro Forma Intra-Company Changes

EarthLink has determined that its business would be more efficient from a management, operations, regulatory, accounting, financial and customer perspective by reducing its over 50 subsidiaries as much as possible. The *pro forma* intra-company changes described below that are the subject of this filing are part of these streamlining efforts. As part of this process, EarthLink will also align its various services to business units that will be able to maximize the product mix and level of service to the needs of particular customer segments. As a result, certain assets and customers will be reallocated between the business units. Once the various *pro forma* intra-company changes are completed, EarthLink expects that its customer and service segments will be aligned with business units dedicated to Consumer Services, Business Services, IT Services and Carrier Services.

- EarthLink Consumer Services operates as an Internet service provider, providing nationwide Internet access and related value-added services to individual and small business customers. EarthLink's consumer service offerings are narrowband and broadband (high speed) Internet access, search, advertising and VoIP services. EarthLink provides its portfolio of services to approximately 1.5 million customers through a nationwide network of dial-up points of presence and a nationwide broadband footprint.

- EarthLink Business provides nationwide IP network solutions, integrated voice, mobile and data services and related value-added services to businesses of all sizes and across industries including finance, retail, healthcare and government.
- EarthLink Carrier provides wholesale services, including IP, capacity and voice services, to carrier and wholesale customers.
- EarthLink IT Services provides managed security, virtualization, managed desktop support, data center and cloud services.

The Parties notify the Commission of the various intra-company changes that resulted, or will result, in:

- (1) EarthLink Business Holdings, LLC (f/k/a EarthLink Business, LLC) becoming the new direct parent company of New Edge;⁶
- (2) New Edge converting from a Delaware corporation to a Delaware limited liability company and immediately changing its name to EarthLink Business, LLC;
- (3) New Edge becoming the new direct parent company of CTC;⁷
- (4) DeltaCom converting from an Alabama corporation to an Alabama limited liability company; and
- (5) ITC^DeltaCom, Inc. ("ITC^DeltaCom") becoming the new direct parent of DeltaCom;⁸

Charts depicting the corporate organizational structure of EarthLink and its subsidiaries before and after these *pro forma* intra-company changes are appended hereto as Exhibits A and B (*see also* Exhibit C, depicting the corporate organization of the UT Certificated Entities and their direct and indirect parent companies).

⁶ This will result from the merger of New Edge Holding, LLC (f/k/a New Edge Holding Company), New Edge's current direct parent, with and into EarthLink Business Holdings, LLC, whereupon the separate existence of New Edge Holding, LLC will cease and EarthLink Business Holdings, LLC will be the surviving entity.

⁷ This will result from the merger of One Communications Corp. d/b/a EarthLink Business, CTC's current direct parent, with and into New Edge, whereupon the separate existence of One Communications Corp. d/b/a EarthLink Business will cease and New Edge will be the surviving entity.

⁸ This will result from IFN distributing its membership interests in DeltaCom to ITC^DeltaCom.

The *pro forma* intra-company changes have not, and will not, result in any change to the ultimate ownership of any of the UT Certificated Entities. The conversions of New Edge and DeltaCom to limited liability companies were merely changes in their corporate form – the conversions were accomplished through “check-the-box” filings in the applicable state(s) and did not entail any merger or other transactions that extinguish the existence of New Edge or DeltaCom, and the names under which each of these entities conducts business have not changed.⁹ As a result, the customers of New Edge and DeltaCom continue to be served by the same entities from whom they previously obtained service and continue to receive invoices for services from EarthLink Business. Moreover, the customers of the UT Certificated Entities continue and will continue to receive services from EarthLink Business under the same rates, terms and conditions of service as provided by EarthLink Business before the changes. Accordingly, the conversions and name changes of New Edge and DeltaCom have been, and the other *pro forma* intra-company changes will be, transparent to the customers of EarthLink Business.

With regard to the conversion and name changes, New Edge and DeltaCom have attached evidence of their amended registration with the Utah Secretary of State and separately will file with the Commission updated tariffs.

Public Interest Considerations

The Parties submit that the *pro forma* intra-company changes described herein are in the public interest. The *pro forma* changes will simplify EarthLink’s existing corporate structure and thereby reduce its reporting and accounting burdens and provide other operational efficiencies. The *pro forma* changes will also allow EarthLink’s business units to take advantage of their core focus and strengths to the benefit of their customers. As a result of the efficiencies and focus, EarthLink and its subsidiaries will become stronger competitors to the ultimate benefit of consumers.

Furthermore, the *pro forma* changes will be virtually transparent to customers and will not result in any change in their services. Since all affected customers are already familiar with, and are receiving services and invoices from the EarthLink Business brand, the *pro forma* intra-company changes will not result in customer confusion. Moreover, the rates, terms and conditions of their services will not change as a result of these purely intra-company changes.

Finally, all of EarthLink’s subsidiaries, including the Parties, have the same corporate officers. Therefore, there will be no change in the managerial qualifications of the telecommunications provider serving the affected customers.

* * * *

⁹ As described above, New Edge no longer uses a d/b/a of EarthLink Business, since New Edge’s legal name is now EarthLink Business, LLC as a result of its name change.

Julie P. Orchard, Commission Secretary
November 14, 2012
Page 7

An original and eight (8) copies of this letter are enclosed for filing. Also enclosed is a CD-ROM containing an electronic version of this letter in MSWord and PDF formats. Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Should you have any questions regarding this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,

Jean L. Kiddoo
Brett P. Ferenczak

Counsel for the Parties

LIST OF EXHIBITS

| | |
|-----------|--|
| Exhibit A | Current Corporate Organization of EarthLink |
| Exhibit B | Proposed Corporate Organization of EarthLink |
| Exhibit C | Corporate Organization of the UT Certificated Entities Before and After the <i>Pro Forma</i> Intra-Company Changes |
| Exhibit D | CTC Registration of Assumed Business Name |
| Exhibit E | DeltaCom Conversion Documents, Authority to Transact Business in Utah and Registration of Assumed Business Name |
| Exhibit F | New Edge Conversion and Name Change Documents and Authority to Transact Business in Utah |

EXHIBIT A

Current Corporate Organization of EarthLink

EXHIBIT B

Proposed Corporate Organization of EarthLink

EXHIBIT C

**Corporate Organization of the UT Certificated Entities Before and
After the *Pro Forma* Intra-Company Changes**

EXHIBIT D

CTC Registration of Assumed Business Name

EXHIBIT E

**DeltaCom Conversion Documents, Authority to Transact Business in UT and
Registration of Assumed Business Name**

EXHIBIT F

**New Edge Conversion and Name Change Documents and
Authority to Transact Business in Utah**

VERIFICATION