

- BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH -

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In the Matter of the Notification Regarding )  
the Indirect Transfer of Control of CTC ) DOCKET NO. 10-2287-01  
Communications Corp. to EarthLink, Inc. ) REPORT AND ORDER  
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ISSUED: March 14, 2011

By The Commission:

This matter is before the Commission on the Notification Regarding the Indirect Transfer of Control of CTC Communications Corp. to EarthLink, Inc. Pursuant to Utah Code Ann. § 54-3-28, 54-4-29, and 54-4-30, public utilities must obtain commission approval where merger, consolidation or combination is proposed, or where a public utility is acquiring the voting stock or securities of another public utility, or where a public utility is acquiring the properties of another.

*See also Utah Admin. Code R746-349-7.*

In the January 2010 Notification, EarthLink, Inc. (EarthLink), One Communications Corp. (ONE), and CTC Communications Corp. (CTC) notified the Commission of the indirect transfer of control of CTC to EarthLink. The parties further represented:

Although EarthLink's acquisition of ONE will result in a change in the ultimate ownership and control of CTC, *no transfer of authorization, assets, or customers will occur as a result of the transfer of control.* Immediately following consummation of the merger, CTC will continue to provide service to its customers pursuant to its existing authorizations, with no change in the rates or terms and conditions of service as currently provided. The transfer of control will be transparent to customers of CTC in terms of the services they currently receive, and any changes that may occur in the future as to CTC's name or services will be made in accordance with the Commission's rules and procedures.

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*Notification*, p.4 (emphasis added). As no “transfer of authorization, assets, or customers will occur as a result of the transfer of control”, the Commission finds the transaction does not require Commission approval. The transaction was slated to occur as of December 20, 2010.

The Division submitted its recommendation on January 18, 2011 finding the transaction was in the public interest.

ORDER

The parties shall notify the Commission of the consummation of the merger resulting in the indirect transfer of control of CTC to EarthLink.

DATED at Salt Lake City, Utah, this 14<sup>th</sup> day of March, 2011.

/s/ Ruben H. Arredondo  
Administrative law judge

Approved and confirmed this 14<sup>th</sup> day of March, 2011, as the Report and Order of the Public Service Commission of Utah.

/s/ Ted Boyer, Chairman

/s/ Ric Campbell, Commissioner

/s/ Ron Allen, Commissioner

Attest:

/s/ Julie Orchard  
Commission Secretary  
G#71093