

Diamond Williams

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From: Strenkowski, Jeffrey R. [Jeffrey.Strenkowski@bingham.com]
Sent: Wednesday, December 29, 2010 11:20 AM
To: Filings@psc.state.fl.us
Subject: Notification of an Indirect Transfer of Control of CTC Communications Corp. d/b/a One Communications to EarthLink, Inc.

Attachments: Florida PSC Notice Letter.pdf

On behalf of Brett P. Ferenchak, please see attached a letter notifying the Florida Public Service Commission of an indirect transfer of control of CTC Communications Corp. d/b/a One Communications to EarthLink, Inc. Please acknowledge receipt of this filing.

Regards,

Jeffrey R. Strenkowski
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12/29/2010

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10162 DEC 29 2010

FPSC-COMMISSION CLERK

Andrew D. Lipman
Brett P. Ferenchak
andrew.lipman@bingham.com
brett.ferenchak@bingham.com

December 29, 2010

Via Electronic Filing

Ann Cole, Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
filings@psc.state.fl.us

RE: Notification Regarding the Indirect Transfer of Control of CTC Communications Corp. d/b/a One Communications to EarthLink, Inc.

Dear Ms. Cole:

EarthLink, Inc. ("EarthLink"), One Communications Corp. ("ONE"), and CTC Communications Corp. d/b/a One Communications ("CTC") (EarthLink, ONE and CTC collectively, the "Parties"), by their undersigned counsel, hereby notify the Florida Public Service Commission ("Commission") of the transfer of indirect control of CTC to EarthLink.

It is the Parties' understanding that Commission approval is not required to complete the transactions described herein. Accordingly, the Parties submit this letter for informational purposes only to ensure the continuing accuracy of the Commission's records. In support, the Parties provide the following information:

Description of the Parties

A. EarthLink, Inc.

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 businesses, enterprise organizations and individual customers across the United States. EarthLink's Consumer Services segment is 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's Business Services segment provides integrated voice, mobile and data services and related value-added services to businesses and communications carriers. EarthLink operates its Business Services segment through its regulated operating companies, including those that operate in Florida as described below. Additional information regarding EarthLink, including its most recent SEC Form 10-Q, as filed with the Securities and Exchange Authority, is available at [www.earthlink.net](#).

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<http://www.earthlink.net/about/investor/>. A pre-transaction corporate structure chart for EarthLink is provided as part of Exhibit A.

EarthLink has four subsidiaries that operate in Florida: New Edge Network, Inc. ("New Edge"),¹ DeltaCom, Inc. ("Deltacom"),² Business Telecom, Inc. ("BTT"),³ and Interstate Fibernet, Inc. ("IFN").⁴ Through these and its other operating subsidiaries, EarthLink provides traditional and Internet Protocol voice and data services in all 50 states plus the District of Columbia. By virtue of its ownership of New Edge, Deltacom, BTT, and IFN, EarthLink has demonstrated its qualifications to own and operate telecommunications carriers in Florida.

B. ONE Communications Corp. and CTC Communications Corp. d/b/a One Communications

CTC is a wholly-owned subsidiary of One Communications Corp., a privately held Delaware corporation. For the Commission's reference, a pre-transaction corporate structure chart that includes the various intermediate holding companies and subsidiaries between CTC and ONE is provided as part of Exhibit A. ONE and CTC have their principal corporate offices at 5 Wall Street, Burlington, MA 01803. Through its various operating subsidiaries, including CTC, ONE owns and manages a high-capacity fiber network spanning 18 states across the Northeast, Mid-Atlantic and Upper Midwest, plus the District of Columbia. This fiber network contains approximately nearly 11,000 route miles of fiber to interconnect more than 700 collocation sites. ONE, through CTC and other ONE entities, provides telecommunications services and solutions primarily to small, medium and large size businesses as well as a small number of residential customers.

In Florida, CTC is authorized to provide competitive local exchange telecommunications services pursuant to CLEC Certificate No. 7787 issued by the Commission in Docket No. 010037-TX, and interexchange services pursuant to IXC Registration TJ225 (originally IXC Certificate No. 7015 issued in Docket No. 990185-TI). CTC is also authorized by the Federal Communications Commission to provide domestic and international telecommunications services.

¹ New Edge is authorized as a competitive local exchange services pursuant to CLEC Certificate No. 7281 issued in Docket No. 991417-TX. New Edge is also authorized to provide interexchange services pursuant to IXC Registration TJ547 (originally IXC Certificate No. 7905 issued in Docket No. 010761-TI).

² Deltacom is authorized to provide competitive local exchange services pursuant to CLEC Certificate No. 4764 issued in Docket No. 961038-TX and interexchange services pursuant to IXC Registration No. TI889 (originally IXC Certificate No. 2297 issued in Docket No. 890365-TI).

³ BTT is authorized to provide competitive local exchange services pursuant to CLEC Certificate No. issued in Docket Nos. 970486-TX and interexchange services pursuant to IXC Registration TI022 (originally IXC Certificate No. 2948 issued in Docket No. 910902-TI).

⁴ IFN is authorized to provide interexchange services pursuant to IXC Registration TI448 (originally IXC Certificate No. 4392 issued in Docket No. 951231-TI).

Designated Contacts

Questions, correspondence or other communications concerning this filing should be directed to the Parties' counsel of record:

For EarthLink:

Jean L. Kiddoo
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with a copy to:

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For ONE and CTC:

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with a copy to:

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Executive Vice President, Legal and Compliance
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Description of the Transaction

Pursuant to the Agreement and Plan of Merger, dated as of December 20, 2010, by and among EarthLink, Egypt Acquisition Corp. ("MergerCo") (an indirect, wholly-owned subsidiary of EarthLink created for purposes of the transaction),⁵ ONE and the Stockholder Representative (the "Agreement"),⁶ MergerCo will merge with and into ONE, with ONE continuing as the surviving entity (the "Merger"). As a result of the Merger, CTC will become a wholly owned indirect subsidiary of EarthLink. Thus, EarthLink will become the new ultimate parent company of ONE and CTC. Diagrams depicting the Merger and the pre- and post-transaction corporate structures of the companies are appended hereto as Exhibit A.

⁵ MergerCo is a wholly-owned direct subsidiary of EarthLink Business Holding Corp., itself a wholly-owned direct subsidiary of EarthLink.

⁶ The Agreement is available at <http://ir.earthlink.net/secfiling.cfm?filingID=1104659-10-63575>.

Public Interest Considerations

The proposed transaction will serve the public interest by creating one of the largest nationwide competitive communications service providers serving Internet and business customers. The combined company will offer customers a compelling alternative to legacy carriers through the combined footprint of the two companies, a comprehensive suite of Internet and business services, as well as an extensive switching and fiber network. The complementary strengths, product sets, and geographic footprints of the two companies should position EarthLink to realize cost savings and achieve synergies that are expected to strengthen its ability to enhance service offerings and provide more advanced communications services to a broader customer base.

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.

* * * *

Please acknowledge receipt and acceptance of this filing. Please do not hesitate to contact us if you have any questions.

Respectfully submitted,



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Counsel for ONE Communications Corp. and
CTC Communications Corp.

LIST OF EXHIBITS

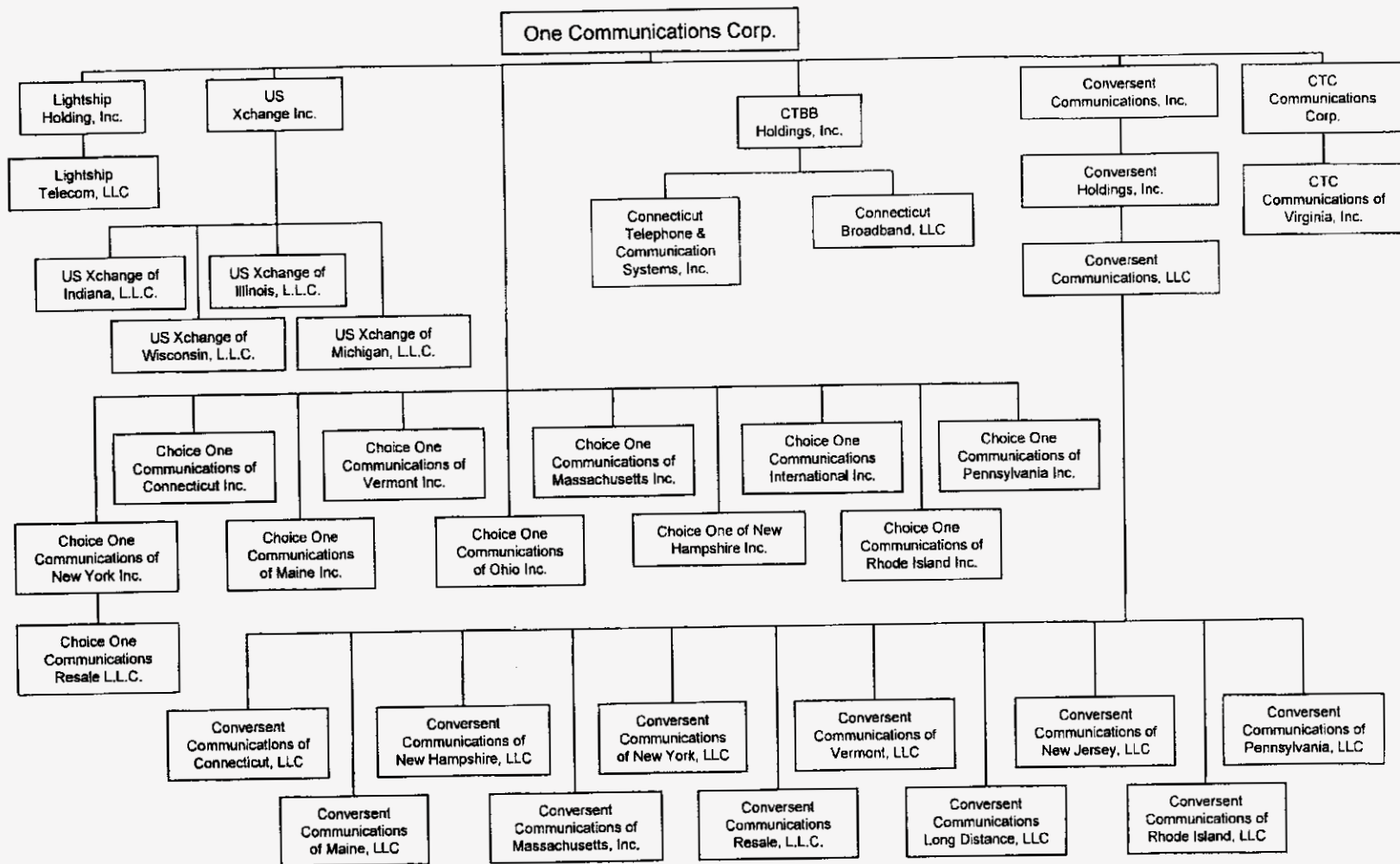
Exhibit A Chart of the Transaction and the Pre- and Post-Transaction Corporate
Organizational Structure

Verifications

EXHIBIT A

**Chart of the Transaction and
the Pre- and Post-Transaction Corporate Organizational Structure**

Pre- and Post-Transaction Corporate Ownership of the Regulated Subsidiaries of One Communications Corp.



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Pre-Transaction Corporate Ownership of the Regulated Subsidiaries of EarthLink, Inc.

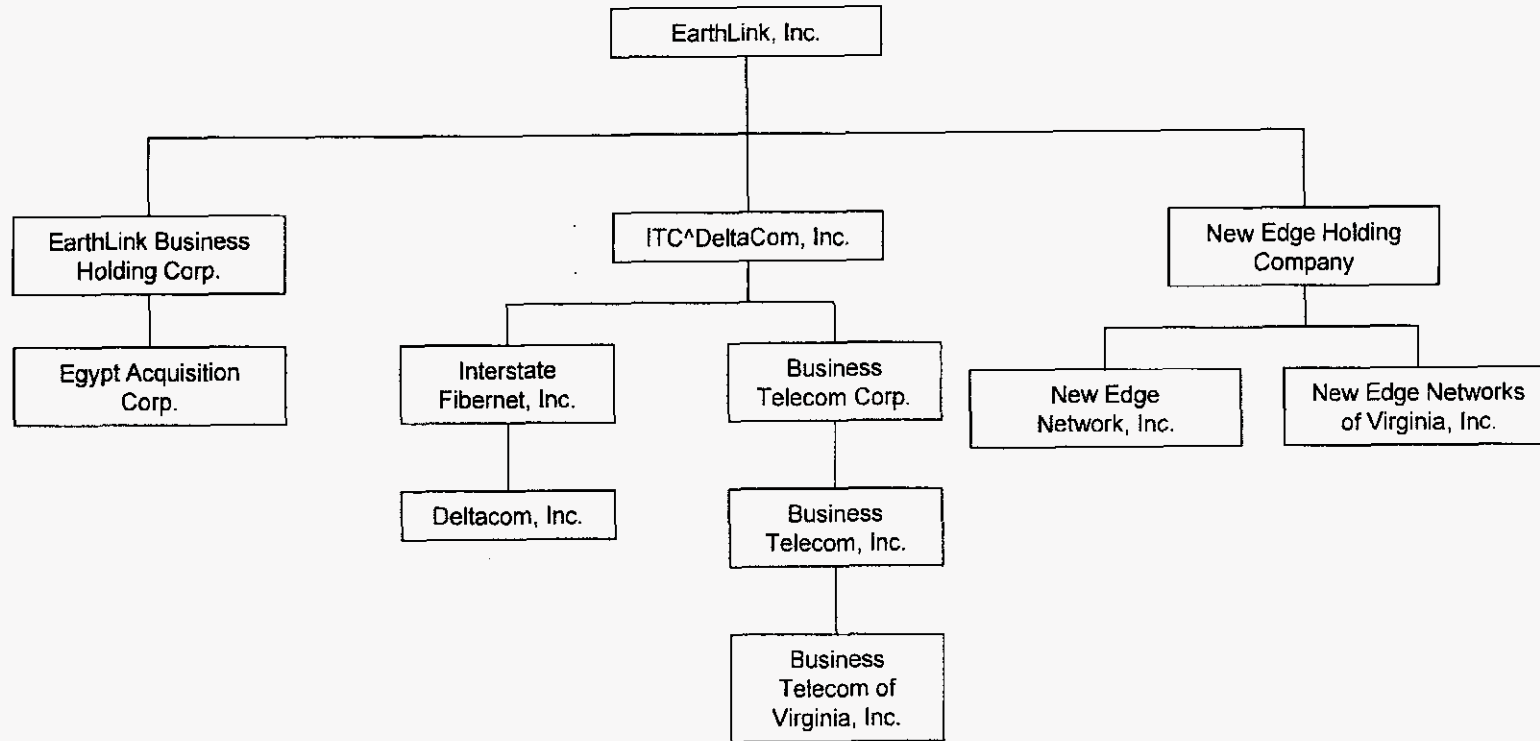
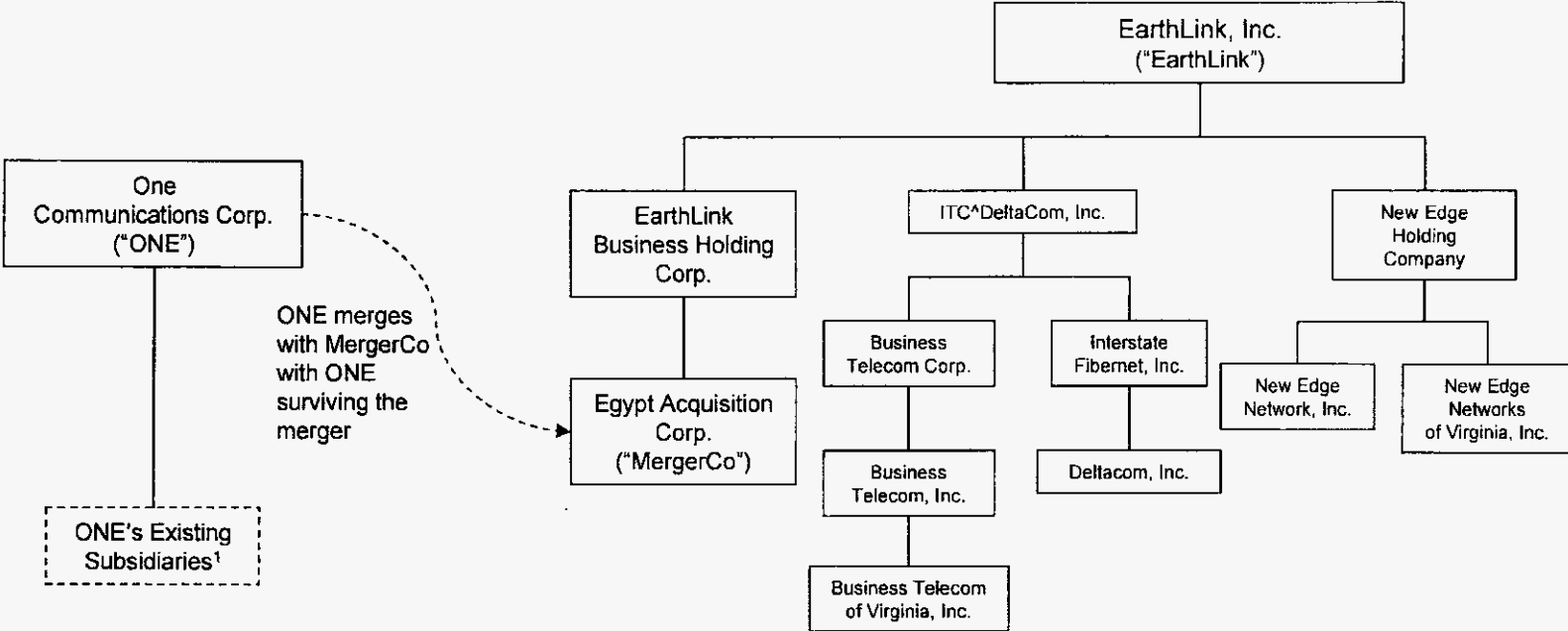
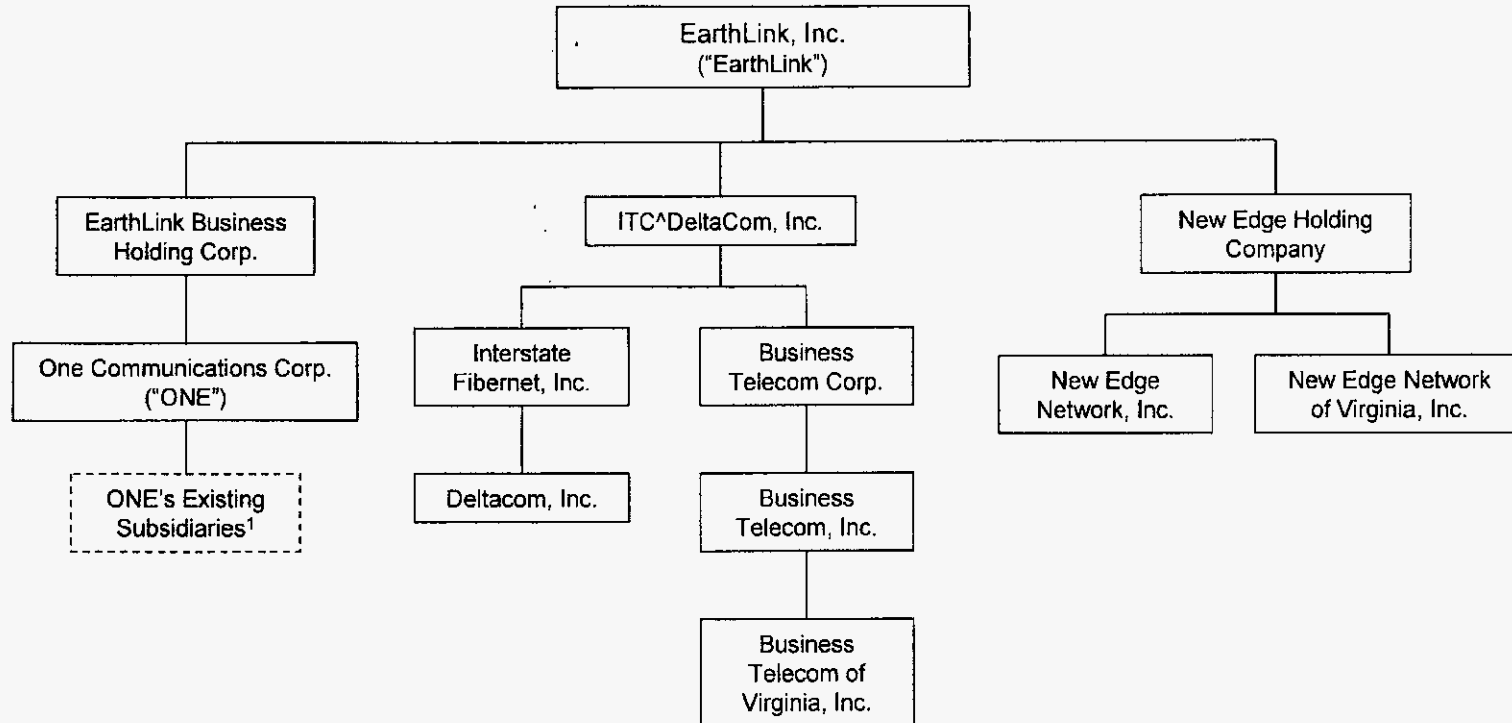


Illustration of the Merger



¹ See the chart labeled "Pre- and Post-Transaction Corporate Ownership of the Regulated Subsidiaries of One Communications Corp." for ONE's regulated subsidiaries.

Post-Transaction Ownership of the Regulated Subsidiaries of EarthLink




¹ See the chart labeled "Pre- and Post-Transaction Corporate Ownership of the Regulated Subsidiaries of One Communications Corp." for ONE's regulated subsidiaries.

VERIFICATION

I, Samuel R. DeSimone, Jr., state that I am Executive Vice President, General Counsel and Secretary of EarthLink, Inc.; that I am authorized to make this Verification on behalf of EarthLink, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the statements with respect to EarthLink, Inc. and its subsidiaries in the foregoing document are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 20th day of December, 2010.




Name: Samuel R. DeSimone, Jr.
Title: Executive Vice President, General Counsel
and Secretary
EarthLink, Inc.

VERIFICATION

I, Paula Foley, state that I am Regulatory Affairs Counsel of One Communications Corp.; that I am authorized to make this Verification on behalf of One Communications Corp. and its subsidiaries (the "Company"); that the foregoing filing was prepared under my direction and supervision; and that the statements with respect to the Company in the foregoing document are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this ___ day of December, 2010.



Name: Paula Foley
Title: Regulatory Affairs Counsel
One Communications Corp.