

REQUEST TO ESTABLISH DOCKET

(Please type or print. File original *plus* 1 copy with CLK.)

Date:	7/15/2013	Docket No.:	DOCKET NO. 130190-TX
1. From Division / Staff:	Office Of Telecommunications/Catherine Beard		
2. OPR:	Catherine Beard, TEL		
3. OCR:	GCO		
4. Suggested Docket Title:	Request for cancellation of Certificate of Necessity No. 8251 by Saturn Telecommunication Services Inc. d/b/a EarthLink Business, effective February 11, 2013.		
5. Program/Module/Submodule Assignment:	B-1.F		
6. Suggested Docket Mail List.			
a. Provide NAMES/ACRONYMS, if registered company.		<input type="checkbox"/> Provided as an Attachment	
Company Code, if applicable:	Parties (include address, if different from MCD):	Representatives (name and address):	
TX698			
b. Provide COMPLETE NAME AND ADDRESS for all others. (match representatives to companies)			
Company Code, if applicable:	Interested persons, if any, (include address, if different from MCD):	Representatives (name and address):	
7. Check one:	<input checked="" type="checkbox"/> Supporting Documentation Attached		<input type="checkbox"/> To be provided with Recommendation
Comments: Documentation Attached			

Catherine Beard

From: Bob Casey
Sent: Monday, May 06, 2013 1:03 PM
To: Catherine Beard
Subject: FW: Pending Voluntary Cancellation Dockets

Follow Up Flag: Follow up
Flag Status: Flagged

From: Toni Earnhart
Sent: Monday, April 29, 2013 3:41 PM
To: Jeff Bates
Cc: Bob Casey; pfoley@corp.earthlink.com
Subject: Pending Voluntary Cancellation Dockets

Jeff,

Paula Foley called to check on the cancellation processing status for the below companies.

-Saturn Telecommunication Services Inc. d/b/a EarthLink Business ; TX698

-STS Telecom, LLC; TX749

They will be docketed as voluntary cancellations in good standing.

Both were recently reassigned and the voluntary cancellations haven't been docketed yet.

She was concerned you were looking for reports from these companies.

They won't be submitting any reports because of the cancellations in process.

***Toni Joy Earnhart, Regulatory Analyst
Florida Public Service Commission
Office of Telecommunications
2540 Shumard Oak Blvd.
Tallahassee, FL 32399
Phone 850-413-6532
Fax 850-413-6533***

Toni Earnhart

Subject: RE: FL PSC Clarification of Docketing Actions Rec'd February 11, 2013
Importance: High

From: Toni Earnhart [mailto:TEarnhar@PSC.STATE.FL.US]
Sent: Wednesday, February 20, 2013 1:41 PM
To: Ferenchak, Brett P.
Cc: pfoley@corp.earthlink.com
Subject: FL PSC Clarification of Docketing Actions Rec'd February 11, 2013
Importance: High

Brett,

The FL Commission Clerk has filed your PRO FORMA Intra-Company Changes petition as an undocketed item asking Staff to review it and send requests for action to open specific dockets to accomplish what the petition is seeking to do in Florida.

Based on my review, I believe you are asking for the following actions to occur on the currently regulated telecom company in Florida:

TX698; Saturn Telecommunication Services Inc. d/b/a EarthLink Business – Voluntary Certificate Cancellation

Thank you,

Toni Joy Earnhart, Regulatory Analyst
Florida Public Service Commission
Office of Telecommunications
2540 Shumard Oak Blvd.
Tallahassee, FL 32399
Phone 850-413-6532
Fax 850-413-6533

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COMPANY IDENTIFICATION

Printed on 04/17/2013 at 16:23:54 by TJE

Complete Name: Saturn Telecommunication Services Inc. d/b/a EarthLink Business

Mailing Name: EarthLink Business

Company Code: TX698 FEID Number: 65-1085747

RAF ACCOUNT FOR THE PERIOD 01/01/2013 THROUGH 12/31/2013

Reg. Date: 01/07/2003 Inactive Date:
Service: CLX - Competitive Local Exchange
Received: Actual RAF Form
Status: Satisfied
Amended: No Extension: No
Frozen: No Comments: No
Payment Count: 1 Payment Made to Date
Operating Rev: \$0.00 Interstate Rev: \$0.00
RAF Rate: 0.0016

Assessment	Due	Paid	Owe
RAF	\$600.00	\$600.00	\$0.00
Penalty	\$0.00	\$0.00	\$0.00
Interest	\$0.00	\$0.00	\$0.00
Extension Fee	\$0.00	\$0.00	\$0.00
Total	\$600.00	\$600.00	\$0.00

Last modification was made on Thursday, April 11, 2013 at 9:28 AM by Valorie Moore

COMPANY IDENTIFICATION

Printed on 04/17/2013 at 16:25:49 by TJE

Complete Name: Saturn Telecommunication Services Inc. d/b/a EarthLink Business

Mailing Name: EarthLink Business

Company Code: TX698 FEID Number: 65-1085747

COMPANY INFORMATION

Address Line 1: 1375 Peachtree Street, N.E., Level A

Address Line 2:

City: Atlanta State: GA Zip Code: 30309-3173

Reg. Date: 01/07/2003 Inactive Date:

Transferred To:

Trans. From:

Certificate 1: 8251 Certificate 2:

Corporate Type: Corporation

Service 1: CLX - Competitive Local Exchange

Service 2:

Service 3:

Service 4:

Class (WAW):

Phone Count:

County 1: County 2:

County 3: County 4:

Bankruptcy: No

BINGHAM

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

November 9, 2012

Via E-Filing

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

Re: Notification of CTC Communications Corp., DeltaCom, LLC f/k/a DeltaCom, Inc., EarthLink Carrier, LLC f/k/a Interstate FiberNet, Inc., EarthLink Business, LLC f/k/a New Edge Network, Inc., [REDACTED] and STS Telecom, LLC Regarding Certain Pro Forma Intra-Company Changes

Dear Ms. Cole:

CTC Communications Corp. d/b/a EarthLink Business ("CTC"), DeltaCom, LLC d/b/a EarthLink Business (f/k/a DeltaCom, Inc. d/b/a EarthLink Business) ("DeltaCom"), EarthLink Carrier, LLC (f/k/a Interstate FiberNet, Inc. d/b/a EarthLink Carrier) ("IFN"), EarthLink Business, LLC (f/k/a New Edge Network, Inc. d/b/a EarthLink Business) ("New Edge"), [REDACTED] and STS Telecom, LLC ("STS") (collectively, the "Parties") hereby notify the Florida 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

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

- Beijing
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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 the event the Commission determines approval is necessary for one or more of the *pro forma* intra-company changes, the Parties request that the Commission grant such approval by December 14, 2012, in order to allow them to undertake the numerous corporate consolidation steps necessary to complete the process within that timeframe.

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 IFN) currently transact business, and hold themselves out to the public, under the legal or trade name "EarthLink Business." IFN, a wholesale telecommunications services provider, does business as "EarthLink Carrier." 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

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 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.

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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.

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 Florida, EarthLink has seven subsidiaries that are authorized to provide telecommunications services: Business Telecom, Inc. d/b/a EarthLink Business ("BTI"),³ CTC,⁴ DeltaCom,⁵ IFN,⁶ New Edge,⁷

³ BTI is authorized to provide competitive local exchange services pursuant to CLEC Certificate No. 5195 issued in Docket No. 970486-TX and interexchange services pursuant to IXC Registration No. TI889 (originally IXC Certificate No. 2297 issued in Docket No. 910902-TI). BTI is not affected by the *pro forma* intra-company changes that are the subject of this Notice, but is expected to participate in future *pro forma* intra-company changes, at which time BTI will make the necessary filing(s).

⁴ 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).

⁵ 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). 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 Florida and registration of trade name are provided as Exhibit D.

⁶ IFN is authorized to provide interexchange services pursuant to IXC Registration No. TI448 (originally IXC Certificate No. 4392 issued in Docket No. 951231-TI). IFN requests that its name in the Commission's records be changed to "EarthLink Carrier, LLC"

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Saturn⁸ and STS,⁹ (collectively, the "FL Certificated Entities"). BTI is a North Carolina corporation; CTC is a Massachusetts corporation; DeltaCom is an Alabama limited liability company as a result of its conversion from an Alabama corporation; IFN is a Delaware limited liability company as a result of its conversion from a Delaware corporation; New Edge is a Delaware limited liability company as a result of its conversion from a Delaware corporation; Saturn is a Florida corporation; and STS is a Florida limited liability company. An organization chart depicting the corporate organizational structure of the FL 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.

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:

to reflect its conversion to a limited liability company and name change. A copy of IFN's conversion and name change documents and authority to transact business in Florida are provided as Exhibit E.

⁷ New Edge is authorized provide competitive local exchange services pursuant to CLEC Certificate No. 4764 issued in Docket No. 961038-TX and interexchange services pursuant to IXC Registration TI022 (originally ISC Certificate No. 2948 issued in Docket No. 910902-TI). 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 Florida are provided as Exhibit E.

⁸ Saturn is authorized to provide competitive local exchange telecommunications services pursuant to CLEC Certificate No. 8251 issued by the Commission in Docket No. 021053-TX and interexchange services pursuant to IXC Registration No. TI292.

⁹ STS is authorized to provide competitive local exchange telecommunications services pursuant to CLEC Certificate No. 8416 issued by the Commission in Docket No. 031016-TX and interexchange services pursuant to IXC Registration No. TJ971.

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For the Parties:

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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 Notice 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;¹⁰
- (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;¹¹
- (4) IFN converting from a Delaware corporation to a Delaware limited liability company and immediately changing its name to EarthLink Carrier, LLC;
- (5) DeltaCom converting from an Alabama corporation to an Alabama limited liability company;
- (6) ITC^DeltaCom, Inc. ("ITC^DeltaCom") becoming the new direct parent of DeltaCom;¹²
- (7) [REDACTED]
- (8) DeltaCom transferring certain wholesale network assets and customers to IFN.

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 FL Certificated Entities and their direct and indirect parent companies).

The *pro forma* intra-company changes have not, and will not, result in any change to the ultimate ownership of any of the FL Certificated Entities. The conversions of DeltaCom,

¹⁰ 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.

¹¹ 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.

¹² This will result from IFN distributing its membership interests in DeltaCom to ITC^DeltaCom.

DeltaCom are currently drafting the notice and will forward to the Commission upon request.

Similarly, although there will technically be a change of carrier when DeltaCom's wholesale customers are transferred to IFN, IFN will continue to provide service to DeltaCom's wholesale customers under the same rates, terms and conditions of service as DeltaCom currently provides. Each of the affected wholesale customers will be transferred pursuant to the terms of that customer's service contract that permit transfer to affiliates and/or pursuant to the customer's written authorization and affected DeltaCom wholesale customers will receive notice of the *pro forma* transfer through a marketing message on the customers' invoices. IFN and DeltaCom are currently drafting the notice and will forward to the Commission upon request.

With regard to the conversion and name changes, DeltaCom, IFN and New Edge are providing evidence of their amended registration with the Florida Secretary of State and separately will file with the Commission updated tariffs. Further and upon completion of the *pro forma* merger, STS and Saturn's tariffs will be grandfathered by DeltaCom such that rates, terms and conditions for tariffed services will continue to be available to those customers being served from the STS and Saturn tariff(s) immediately prior to the completion of the *pro forma* merger at their existing locations. Similarly, upon completion of the *pro-forma* transfer of DeltaCom's wholesale customers to IFN, DeltaCom will remove any applicable wholesale services from its tariffs and IFN will add such services to its tariffs to the extent there are wholesale customers served pursuant to a tariff rather than on a contract basis. To the extent necessary, the Parties request a waiver of any applicable customer base transfer (or slamming) requirements, including authorization to remove any preferred carrier freezes, associated with (1) the *pro forma* merger and (2) the *pro forma* transfer of wholesale customers described above.

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 or EarthLink Carrier 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.

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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.

* * * * *

Please acknowledge receipt and acceptance of this filing. Should you have any questions regarding this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,



Jean L. Kiddoo
Brett P. Ferencak

Counsel for the Parties

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