

Eric Fryson

From: Ferenchak, Brett P. [Brett.Ferenchak@bingham.com]
Sent: Monday, February 11, 2013 4:52 PM
To: Filings@psc.state.fl.us
Cc: Shawna Senko
Subject: Notification of CTC Communications Corp., et al re Certain Pro Forma Intra-Company Changes

Attachments: FL Notification.pdf



FL

ification.pdf (2 |

Attached is a filing that I originally submitted in November 2012, but was apparently blocked by your server. Here is my latest attempt. I would appreciate confirmation of receipt. Thank you for your assistance.

- a. Brett P. Ferenchak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
202-373-6697
brett.ferenchak@bingham.com
- b. Non-Docket Filing
- c. CTC Communications Corp. d/b/a EarthLink Business
DeltaCom, LLC d/b/a EarthLink Business (f/k/a DeltaCom, Inc. d/b/a EarthLink Business)
EarthLink Carrier, LLC (f/k/a Interstate FiberNet, Inc. d/b/a EarthLink Carrier)
EarthLink Business, LLC (f/k/a New Edge Network, Inc. d/b/a EarthLink Business)
Saturn Telecommunication Services, Inc. d/b/a EarthLink Business
STS Telecom, LLC
- d. 12 Pages Total
- e. 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., Saturn Telecommunication Services, Inc. and STS Telecom, LLC Regarding Certain Pro Forma Intra-Company Changes

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DOCUMENT NUMBER-DATE
00811 FEB 11 2013
FPSC-COMMISSION CLERK

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., Saturn Telecommunication Services, Inc. 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"),¹ Saturn Telecommunication Services, Inc. d/b/a EarthLink Business ("Saturn") 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
Boston
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Hong Kong
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A/75185656.4

00811 FEB 11 2

FPSC-COMMISSION CLERK

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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.

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.

Ann Cole, Commission Clerk
November 9, 2012
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For the Parties:

Jean L. Kiddoo
Brett P. Ferenchak
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Washington, DC 20006-1806
202-373-6000 (tel)
202-373-6001 (fax)
jean.kiddoo@bingham.com
brett.ferenchak@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 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) Saturn and STS merging with and into DeltaCom, whereupon the separate existence of Saturn and STS will cease and DeltaCom will be the surviving entity;¹³ and
- (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.

¹³ Upon completion of the merger, DeltaCom, as a successor in interest to Saturn and STS, will request cancellation of the Certificates and Registrations of Saturn and STS.

IFN and New Edge 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 DeltaCom, IFN or New Edge, and the names under which each of these entities conducts business have not changed.¹⁴ 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 Business¹⁵ and the customers of IFN continue to be served by the same entity from whom they previously obtained service and continue to receive invoices for services from EarthLink Carrier. Moreover, the customers of the FL Certificated Entities continue to receive services from EarthLink Business or EarthLink Carrier under the same rates, terms and conditions of service as provided by EarthLink Business or EarthLink Carrier before the changes. Accordingly, the conversions and name changes of DeltaCom, IFN and New Edge have been, and the other *pro forma* intra-company changes will be, transparent to the customers of EarthLink Business and EarthLink Carrier.

Although there will be a technical change of carrier when the customers of Saturn and STS are transferred to DeltaCom as a result of the *pro forma* merger of Saturn and STS with DeltaCom, DeltaCom will continue to provide service to the customers of Saturn and STS under the same rates, terms and conditions of service as Saturn or STS provides before the *pro forma* merger. Moreover, since Saturn, STS, and DeltaCom all currently conduct business under the trade name of EarthLink Business, the *pro forma* merger will be virtually transparent to the customers of Saturn and STS in terms of the entity providing their service which will continue to be called “EarthLink Business.” There will be no material change in the services, invoices or customer care received by Saturn or STS customers. While we do not believe it is necessary to notify the customers of Saturn or STS in connection with the *pro forma* merger where the name on their bill will remain the same and there will be no change in the rates, terms and conditions of their service, as opposed to non-*pro forma* transactions pursuant to applicable FCC rules, 47 C.F.R. § 64.1120(e)(3),¹⁶ Saturn, STS, and DeltaCom will nevertheless notify customers of the *pro forma* merger through a marketing message on the customers’ invoices. Saturn, STS, and

¹⁴ 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. Similarly, IFN no longer uses a d/b/a of EarthLink Carrier, since IFN’s legal name is EarthLink Carrier, LLC as a result of its name change.

¹⁵ As stated above, the wholesale customers of DeltaCom will be transferred to IFN and will receive invoices from EarthLink Carrier upon completion of that transfer.

¹⁶ See *In re 2000 Biennial Review*, 16 FCC Rcd 11218, 11223-24, ¶ 13 and n.24 (2001) (“[A] change in corporate structure that is invisible to the affected subscribers does not constitute a sale or transfer for purposes of Section 258 that implicates [the Commission’s streamlined procedures for handling carrier-to-carrier sale or transfer of subscriber bases]. Indeed, in such cases, requiring notice of a change that is imperceptible to the affected subscribers might cause confusion where there would otherwise be none.” (footnote omitted)).

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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. Ferenchak

Counsel for the Parties

LIST OF EXHIBITS

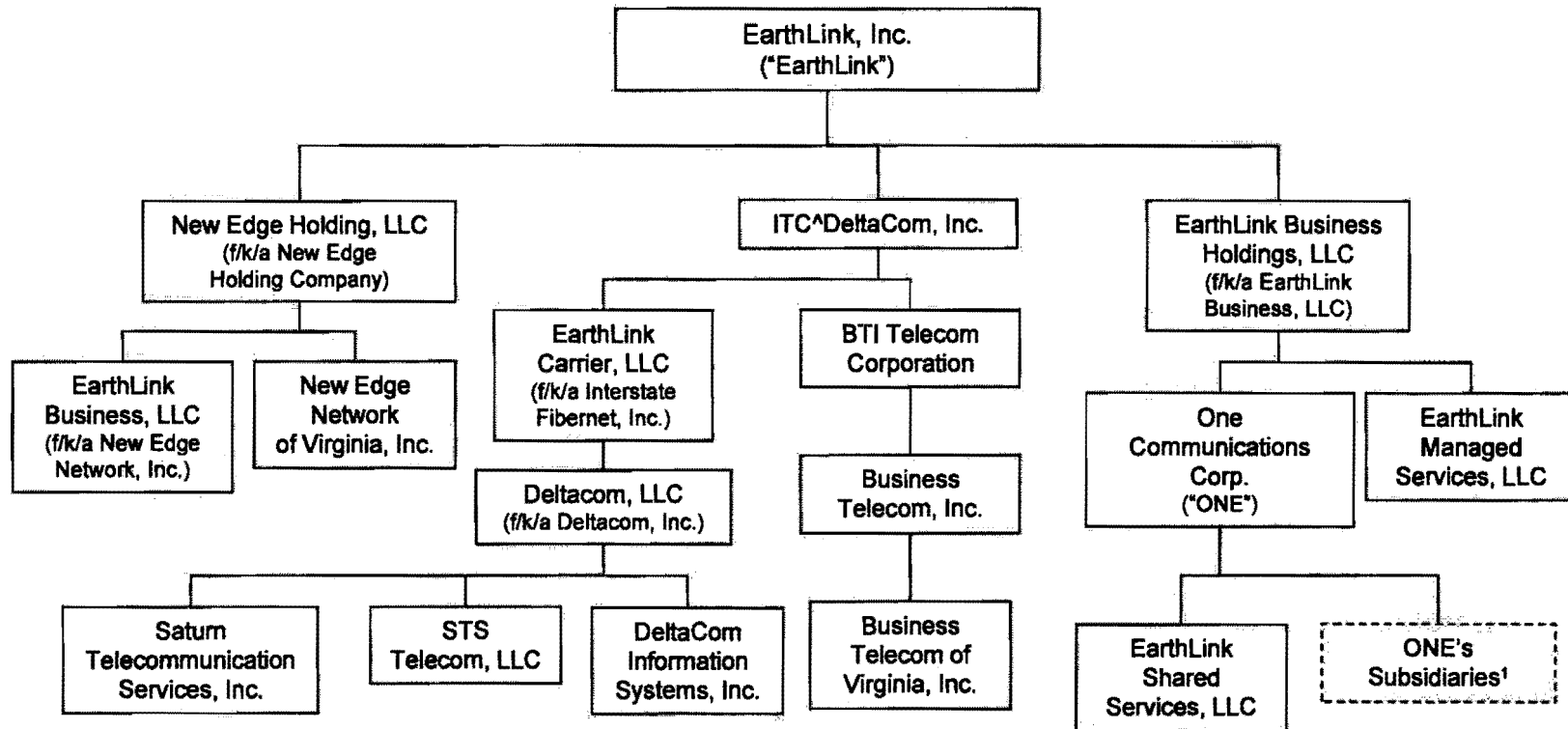
- Exhibit A** **Current Corporate Organization of EarthLink**
- Exhibit B** **Proposed Corporate Organization of EarthLink**
- Exhibit C** **Corporate Organization of the FL Certificated Entities Before and After the *Pro Forma* Intra-Company Changes**
- Exhibit D** **DeltaCom Conversion Documents, Authority to Transact Business in Florida and Registration of Trade Name**
- Exhibit E** **IFN Conversion and Name Change Documents and Authority to Transact Business in Florida**
- Exhibit F** **New Edge Conversion and Name Change Documents and Authority to Transact Business in Florida**

EXHIBIT A

Current Corporate Organization of EarthLink

EXHIBIT A

Current Corporate Organization of EarthLink



¹ See the chart labeled "Current Corporate Organization of ONE's Subsidiaries".

EXHIBIT A

Current Corporate Organization of ONE's Subsidiaries*

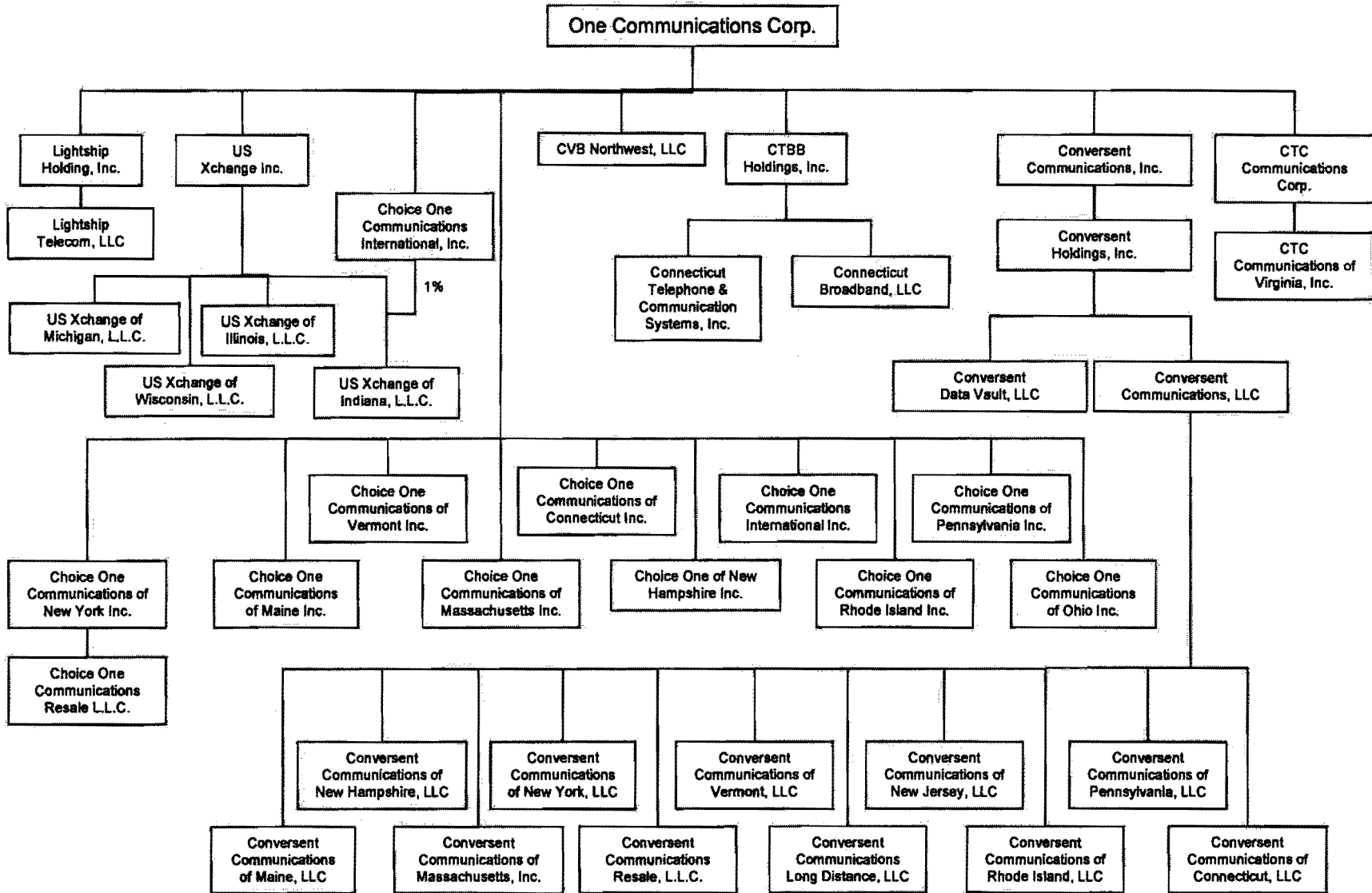
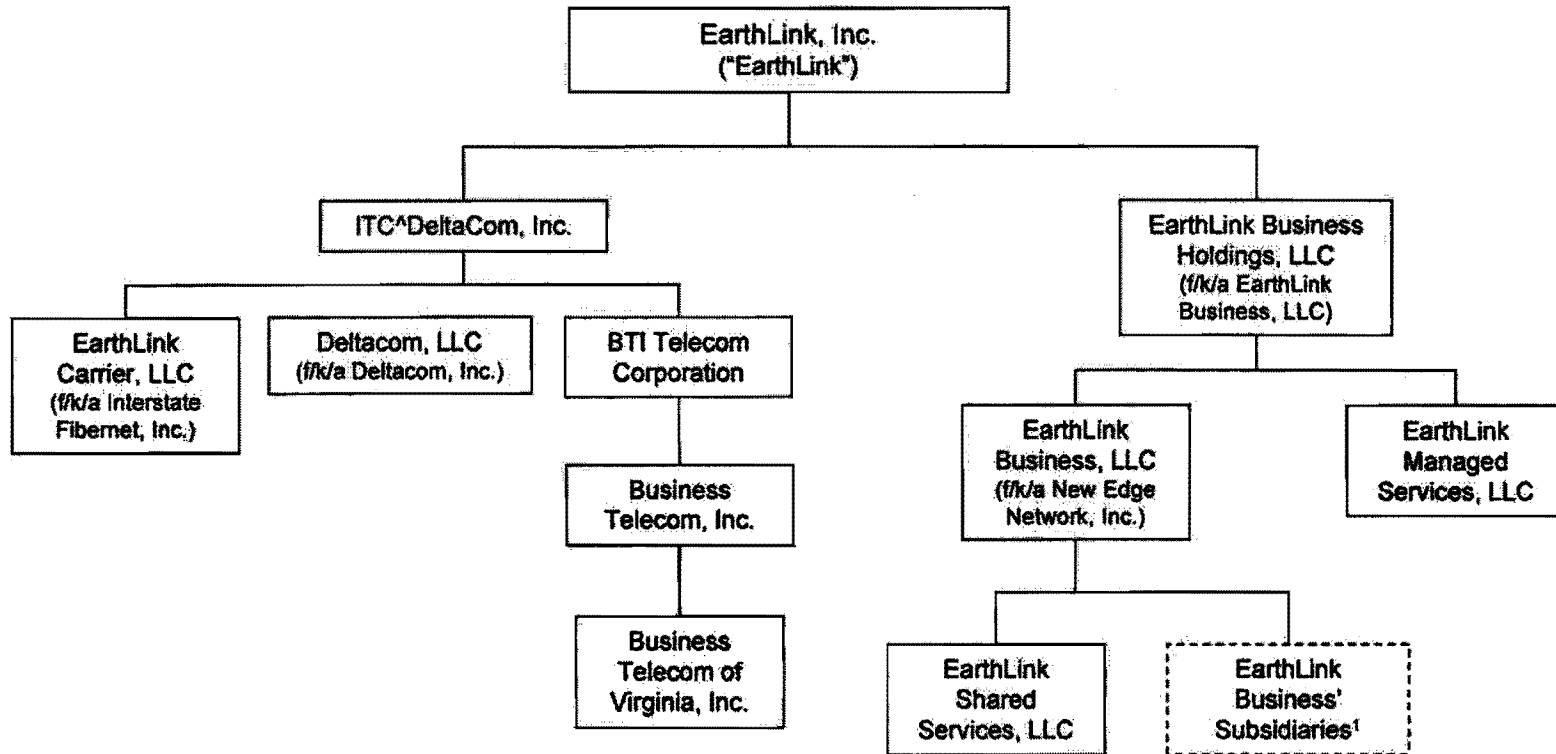


EXHIBIT B

Proposed Corporate Organization of EarthLink

EXHIBIT B

Proposed Corporate Organization of EarthLink



¹ See the chart labeled "Proposed Corporate Organization of EarthLink Business' Subsidiaries".

EXHIBIT B

Proposed Corporate Organization of EarthLink Business' Subsidiaries

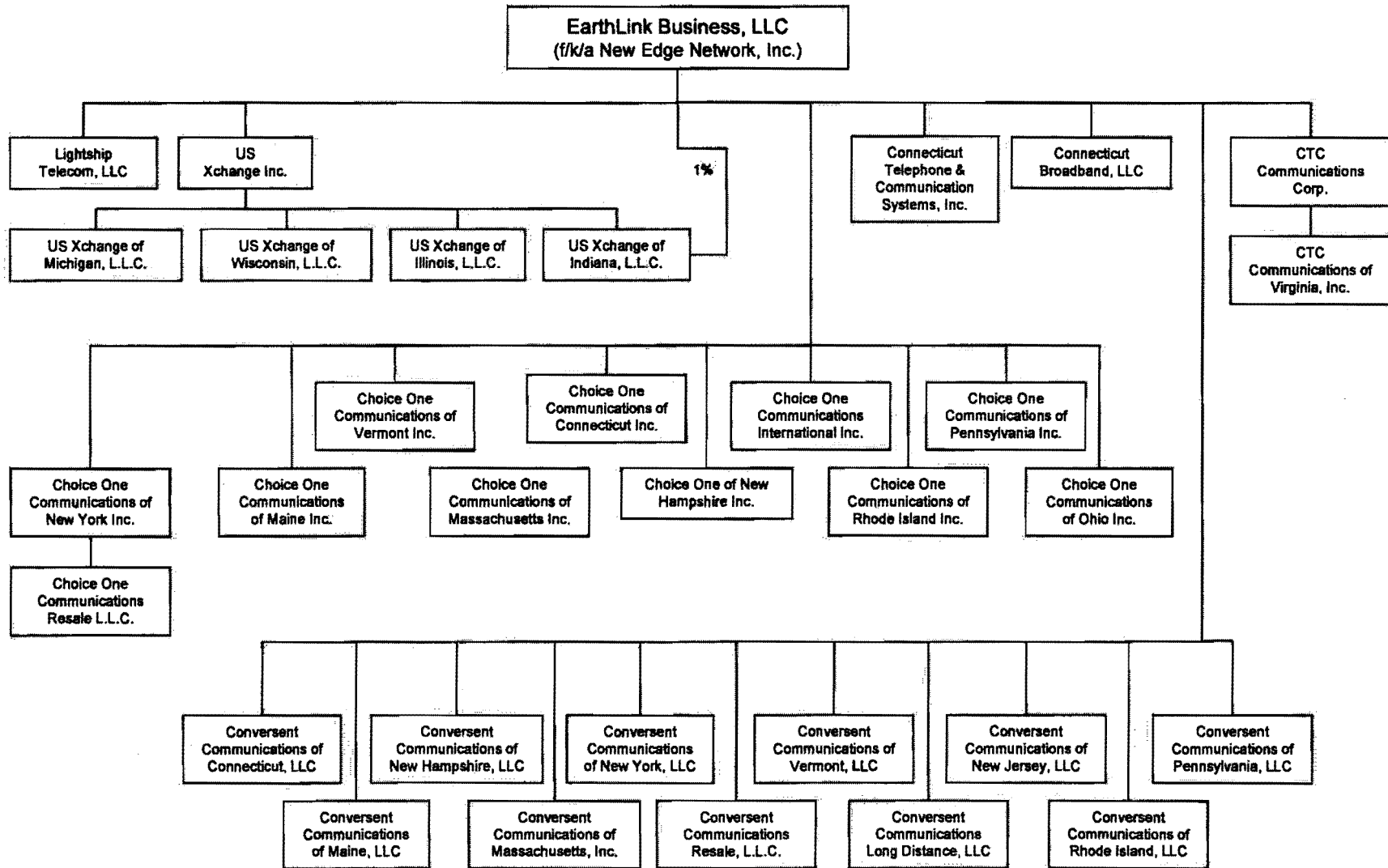


EXHIBIT C

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

EXHIBIT C

Current Corporate Organization of the FL Certificated Entities

* The entities listed herein only include the FL Certificated Entities and their parent companies.

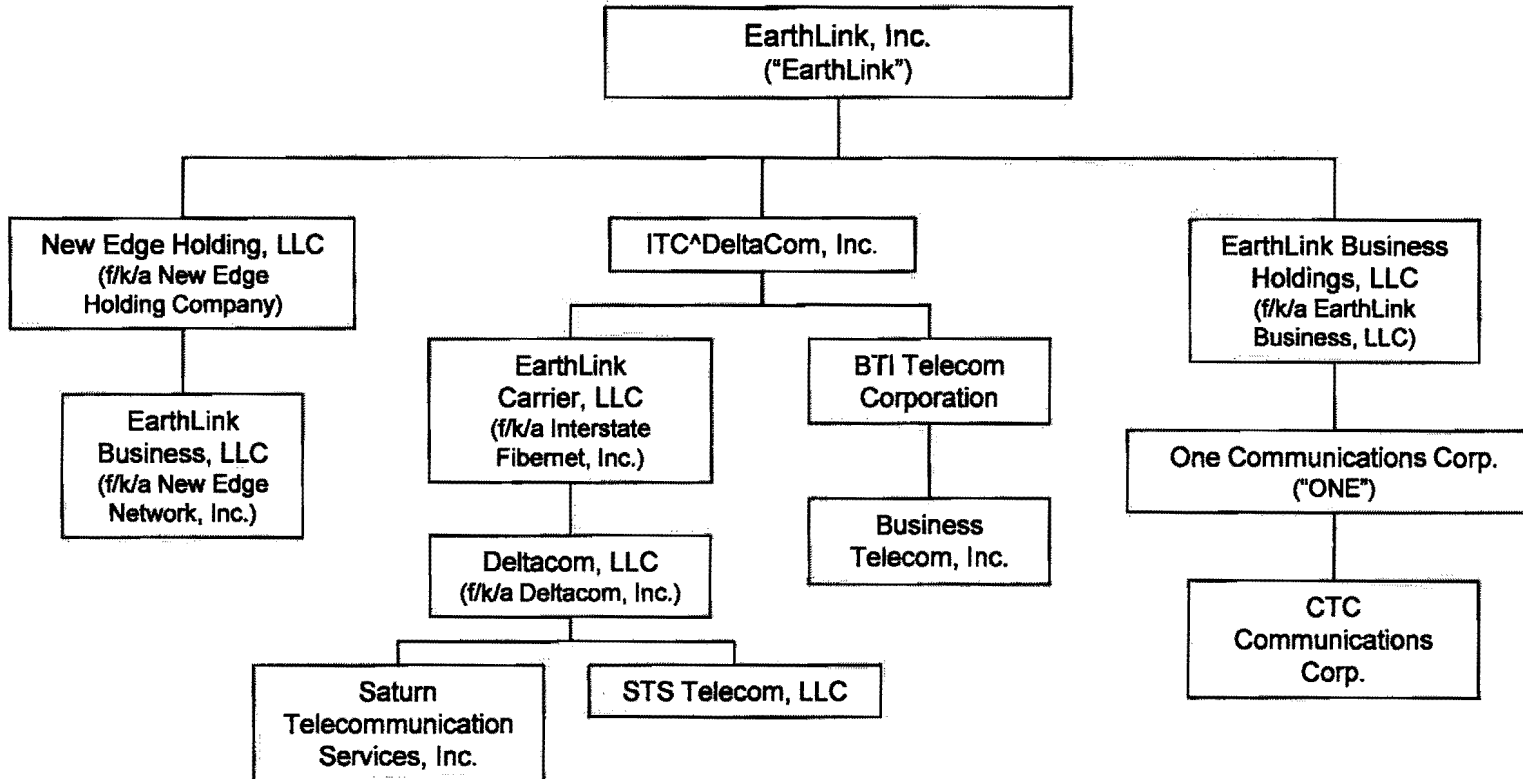


EXHIBIT C

Proposed Corporate Organization of the GA Certificated Entities

* The entities listed herein only include the GA Certificated Entities and their parent companies.

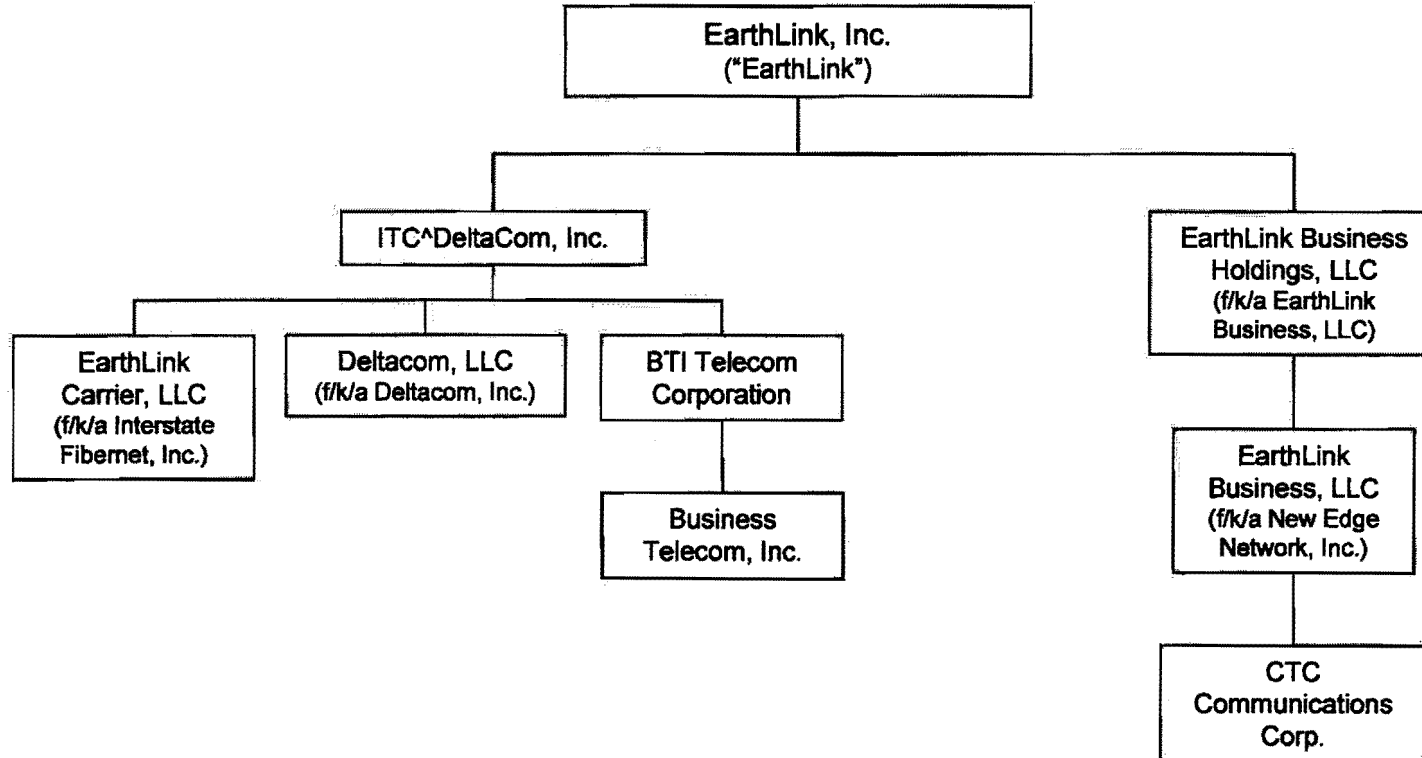


EXHIBIT D

**DeltaCom Conversion Documents, Authority to Transact Business in Florida
and Registration of Trade Name**

Beth Chapman
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, Beth Chapman, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

as appears on file and of record in this office, the pages hereto attached, contain a
true, accurate, and literal copy of the Conversion filed on behalf of DeltaCom,
LLC, as received and filed in the Office of the Secretary of State on 08/29/2012.



20121008000001130

In Testimony Whereof, I have hereunto set my
hand
Capitol, in the city of Montgomery, on this day.

10/08/2012

Date

Beth Chapman

Beth Chapman

Secretary of State

**ARTICLE VII
INITIAL MEMBERS**

The names and mailing address of the initial member of the Company (the "Member") are as follows:

InterStem Fibertek, Inc.
1375 Piedmont Street
Atlanta, Georgia 30309

**ARTICLE VIII
ADMISSION OF ADDITIONAL MEMBERS**

From and after the date of the formation of the Company, any person or entity acceptable to the Member may become a Member in this Company either by the issuance by the Company of membership interests for such consideration as the member by its vote shall determine, or a transfer of the Member's membership interest or any portion thereof as approved by the member by its vote, subject to the terms and conditions of these Articles and the operating agreement of the Company.

**ARTICLE IX
CONTINUATION OF BUSINESS**

In the event of the death, retirement, resignation, expulsion or dissolution of any Member the remaining Member or Members, if any, shall automatically continue the business of the Company, except as provided in the operating agreement of the Company.

**ARTICLE X
MANAGEMENT**

The Company is managed by its Member.

**ARTICLE XI
INTERNAL AFFAIRS**

The operating agreement of the Company shall be executed by each Member of the Company and the Company and shall set forth all provisions for the regulation of the internal affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with the laws of Alabama or these Articles. The operating agreement of the Company may include, without limitation, provisions regarding members, Company capital, allocations, distributions, management of the Company, transfer of interest, dissolution, accounting and records, the tax status of the Company and indemnification.

[Signatures Page to Follow]

Alabama	
Sec. Of State	
Entity Change	D/C
086-697	
Date	8/29/2012
Time	17:00
121005	5 Pg
File	\$25.00
Ackn	0.00
Exp	\$100.00
Total	\$125.00
05/001	

IN WITNESS WHEREOF, the undersigned Member has executed this certificate this 27 day of August, 2012.

INTERSTATE FIBERNET, INC.

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

20081443v1

Alabama
Sec. Of State

Entity Change
886-697 D/C
Date 8/29/2012
Time 17:00
121005 5 Pg

File \$25.00
Ackn \$.00
Exp \$100.00

Total \$125.00
05/001

**ARTICLES OF DISSOLUTION
AND STATEMENT OF CONVERSION
OF
DELTACOM, INC.**

Marshall County, Alabama
2012 August 29 12:07PM
Last First Page Page
2007061 6168 64 2
ARTICLES OF DISSOLUTION
DISSOLUTION \$9.00 INDEX FEE 1.00
FEBRUARY F 5.00
Total Fees \$4.00
Tia Mitchell Judge of Probate

For the purpose of converting an Alabama corporation to an Alabama limited liability company pursuant to the Alabama Business and Nonprofit Entity Code (the "Code") and, thereby, dissolving a corporation under the Alabama Business Corporation Law (the "Act"), the undersigned does hereby sign and adopt these Articles of Dissolution.

**ARTICLE I
NAME**

The name of the corporation (the "Corporation") is: DeltaCom, Inc.

**ARTICLE II
STATEMENT OF CONVERSION**

The Corporation was converted to an Alabama limited liability company. The name of the entity to which the Corporation is converted is DeltaCom, LLC. The Articles of Organization filed in connection with the conversion of the Corporation are being filed in the office of the Judge of Probate of Marshall County, Alabama.

**ARTICLE III
EFFECTIVE DATE**

The dissolution of the Corporation, and the conversion of the Corporation into DeltaCom, LLC is to be effective as of 4:00 p.m. on August 29, 2012.

**ARTICLE IV
AUTHORIZATION OF DISSOLUTION AND CONVERSION**

The conversion of the Corporation into a limited liability company and, thereby, the dissolution of the Corporation was approved unanimously by the board of directors and the sole shareholder of the Company by written consent in accordance with the Act and the Code, as applicable, on August 27, 2012.

[Signature Page to Follow]

20081438-1

Alabama
Sec. Of State
Entity Change
086-697 D/C
Date 8/29/2012
Time 17:00
121005 5 Pg
File \$25.00
Ackn 0.00
Exp \$100.00

Total \$125.00
05/001

IN WITNESS WHEREOF, the undersigned has executed this certificate this 27 day of August, 2012.

DELTACOM, INC.

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

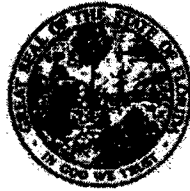
20081436.v1

Alabama
Sec. Of State

Entity Change
886-697 D/C
Date 8/29/2012
Time 17:00
121005 5 Pg

File \$25.00
Ackn \$.00
Exp \$100.00

Total \$125.00
05/001



**FLORIDA DEPARTMENT OF STATE
Division of Corporations**

October 29, 2012

**FLORIDA FILING & SEARCH SERVICES, INC.
ATTN: ABBIE HODGE
TALLAHASSEE, FL**

Qualification documents for DELTACOM, LLC were filed on October 26, 2012, and assigned document number M12000006050. Please refer to this number whenever corresponding with this office.

Your limited liability company is authorized to transact business in Florida as of the file date.

To maintain "active" status with the Division of Corporations, an annual report must be filed yearly between January 1st and May 1st beginning in the year following the file date or effective date indicated above. If the annual report is not filed by May 1st, a \$400 late fee will be added.

A Federal Employer Identification Number (FEI/EIN) will be required when this report is filed. Contact the IRS at 1-800-829-4933 for an SS-4 form or go to www.irs.gov.

Please notify this office if the limited liability company address changes.

Should you have any questions regarding this matter, please contact this office at the address given below.

**Jeraline Saulsberry
Regulatory Specialist II
Registration Section
Division of Corporations**

Letter Number: 712A00026390

Account number: FCA000000015

Amount charged: 125.00

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 7, 2012

EARTHLINK BUSINESS
1375 PEACHTREE STREET
ATLANTA, GA 30309

Subject: EARTHLINK BUSINESS

REGISTRATION NUMBER: G12000107708

This will acknowledge the filing of the above fictitious name registration which was registered on November 7, 2012. This registration gives no rights to ownership of the name.

Each fictitious name registration must be renewed every five years between January 1 and December 31 of the expiration year to maintain registration. Three months prior to the expiration date a statement of renewal will be mailed.

If the mailing address of this business changes, please notify this office in writing, or through the link provided on our website www.sunbiz.org for Address & FEI/EIN Changes. Please reference the original registration number.

Should you have any questions regarding this matter you may contact our office at (850) 245-6058.

Tina D Cauley
Reinstatement Section
Division of Corporations

Letter No. 912A00027084

Account number: FCA000000015 Account charged: 50.00

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

APPLICATION FOR REGISTRATION OF FICTITIOUS NAME

Note: Acknowledgements/certificates will be sent to the address in Section 1 only.

FILED

12 NOV -7 PM 1:46

SUN
TALLAHASSEE, FLORIDA

Section 1

1. **EarthLink Business**
 Fictitious Name to be Registered (see instructions if name includes "Corp" or "Inc")
 1375 Peachtree Street

Mailing Address of Business
 Atlanta, GA 30309

City State Zip Code

3. Florida County of principal place of business: MULTIPLE

(see instructions if more than one county)

FEI Number: 63-0832070

This space for office use only

Section 2

A. Owner(s) of Fictitious Name if Individual(s): (Use an attachment if necessary):

1. Last _____ First _____ M.I. _____	2. Last _____ First _____ M.I. _____
Address _____	Address _____
City _____ State _____ Zip Code _____	City _____ State _____ Zip Code _____

B. Owner(s) of Fictitious Name if other than an individual: (Use attachment if necessary):

1. DeltaCom, LLC Entity Name 1375 Peachtree Street Address Atlanta, GA 30309 City State Zip Code Florida Document Number <u>M12000006050</u> FEI Number: <u>63-0832070</u> <input type="checkbox"/> Applied for <input type="checkbox"/> Not Applicable	2. _____ Entity Name Address _____ City State Zip Code _____ Florida Document Number _____ FEI Number: _____ <input type="checkbox"/> Applied for <input type="checkbox"/> Not Applicable
--	---

Section 3

I the undersigned, being an owner in the above fictitious name, certify that the information indicated on this form is true and accurate. In accordance with Section 865.09, F.S., I further certify that the fictitious name to be registered has been advertised at least once in a newspaper as defined in chapter 50, Florida Statutes, in the county where the principal place of business is located. I understand that the signature below shall have the same legal effect as if made under oath.

By: EarthLink Center, LLC, its sole member
By: ITC/DeltaCom, Inc., its sole member
By: Samuel R. DeSimone, Jr., Executive VP, General Counsel and Secretary

Signature of Owner Samuel R. DeSimone, Jr. 10/23/12 E-mail address: (to be used for future renewal notification) cgibson@corp.earthlink.com
Phone Number: 256-382-3966

Section 4

**FOR CANCELLATION COMPLETE SECTION 4 ONLY:
FOR FICTITIOUS NAME OR OWNERSHIP CHANGE COMPLETE SECTIONS 1 THROUGH 4:**

I (we) the undersigned, hereby cancel the fictitious name _____
_____, which was registered on _____ and was assigned
registration number _____

Signature of Owner _____ Date _____ Signature of Owner _____ Date _____

Mark the applicable boxes Certificate of Status — \$10 Certified Copy — \$30

NON-REFUNDABLE PROCESSING FEE: \$50

EXHIBIT E

**IFN Conversion and Name Change Documents and
Authority to Transact Business in Florida**

Delaware

PAGE 1

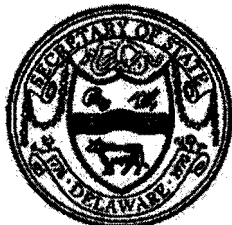
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "INTERSTATE FIBERNET, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "INTERSTATE FIBERNET, INC." TO "EARTHLINK CARRIER, LLC", FILED IN THIS OFFICE ON THE THIRD DAY OF OCTOBER, A.D. 2012, AT 2:19 O'CLOCK P.M.

2284010 8100V

121095585

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9891526

DATE: 10-03-12

**CERTIFICATE OF CONVERSION
OF
INTERSTATE FIBERNET, INC.**

This Certificate of Conversion of **INTERSTATE FIBERNET, INC.**, a Delaware corporation (the "Corporation"), dated this 3rd day of October, 2012 is being duly executed and filed on behalf of the Corporation by an authorized person, to convert the Corporation to a limited liability company under the Delaware Limited Liability Company Act (*Del. Code Ann. tit. 6 §18-214*) and the Delaware General Corporation Law.

1. The name of the Corporation is InterState FiberNet, Inc., a Delaware corporation.
2. The original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on January 6, 1992.
3. The name of the limited liability company into which the Corporation shall be converted is "EarthLink Carrier, LLC" as set forth in its Certificate of Formation.
4. The conversion of the Corporation shall be effective upon the filing of this Certificate of Conversion.

[Signatures Page to Follow]

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the date first above written.

INTERSTATE FIBERNET, INC.

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

Delaware

PAGE 2

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "EARTHLINK CARRIER, LLC" FILED IN THIS OFFICE ON THE THIRD DAY OF OCTOBER, A.D. 2012, AT 2:19 O'CLOCK P.M.



2284010 8100V

121095585

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9891526

DATE: 10-03-12

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:22 PM 10/03/2012
FILED 02:19 PM 10/03/2012
SRV 121095585 - 2284010 FILE

**CERTIFICATE OF FORMATION
OF
EARTHLINK CARRIER, LLC**

1. The name of the limited liability company is EarthLink Carrier, LLC.
2. The address of its registered office in the State of Delaware is 160 Greentree Drive, Suite 101, in the City of Dover, County of Kent, Delaware 19904. The name of its registered agent at such address is National Registered Agents, Inc.
3. This Certificate of Formation shall be effective upon its filing.

[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of EarthLink Carrier, LLC, this 3rd day of October, 2012.



Samuel R. DeSimone, an Authorized Person



**FLORIDA DEPARTMENT OF STATE
Division of Corporations**

October 17, 2012

FLORIDA FILING & SEARCH SERVICES

Qualification documents for EARTHLINK CARRIER, LLC were filed on October 16, 2012, and assigned document number M12000005790. Please refer to this number whenever corresponding with this office.

Your limited liability company is authorized to transact business in Florida as of the file date.

To maintain "active" status with the Division of Corporations, an annual report must be filed yearly between January 1st and May 1st beginning in the year following the file date or effective date indicated above. If the annual report is not filed by May 1st, a \$400 late fee will be added.

A Federal Employer Identification Number (FEI/EIN) will be required when this report is filed. Contact the IRS at 1-800-829-4933 for an SS-4 form or go to www.irs.gov.

Please notify this office if the limited liability company address changes.

Should you have any questions regarding this matter, please contact this office at the address given below.

Leslie Sellers
Regulatory Specialist II
Registration/Qualification Section
Division of Corporations

Letter Number: 412A00025581

Account number: FCA000000015

Amount charged: 125.00

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

EXHIBIT F

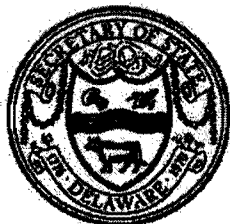
**New Edge Conversion and Name Change Documents and
Authority to Transact Business in Florida**

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "NEW EDGE NETWORK, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "NEW EDGE NETWORK, INC." TO "EARTHLINK BUSINESS, LLC", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF AUGUST, A.D. 2012, AT 6:32 O'CLOCK P.M.



3049857 8100V

120975544

You may verify this certificate online
at corp.delaware.gov/authvar.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9808367

DATE: 08-28-12

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:31 PM 08/27/2012
FILED 06:32 PM 08/27/2012
SRV 120975544 - 3049857 FILE

**CERTIFICATE OF CONVERSION
OF
NEW EDGE NETWORK, INC.**

This Certificate of Conversion of **NEW EDGE NETWORK, INC.**, a Delaware corporation (the "Corporation"), dated this 27th day of August, 2012 is being duly executed and filed on behalf of the Corporation by an authorized person, to convert the Corporation to a limited liability company under the Delaware Limited Liability Company Act (*Del. Code Ann. tit. 6 §18-214*) and the Delaware General Corporation Law.

1. The name of the Corporation is New Edge Network, Inc., a Delaware corporation.
2. The original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on June 1, 1999.
3. The name of the limited liability company into which the Corporation shall be converted is "EarthLink Business, LLC" as set forth in its Certificate of Formation.
4. The conversion of the Corporation shall be effective upon the filing of this Certificate of Conversion.

[Signatures Page to Follow]

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the date first above written.

NEW EDGE NETWORK, INC.

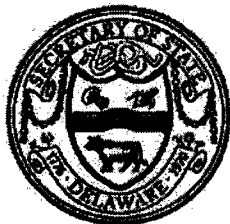
By: *Samuel R. DeSimone, Jr.*
Name: Samuel R. DeSimone, Jr.
Title: Executive Vice President, General Counsel
and Secretary

Delaware

PAGE 2

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "EARTHLINK BUSINESS, LLC" FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF AUGUST, A.D. 2012, AT 6:32 O'CLOCK P.M.



3049857 8100V

120975544

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9808367

DATE: 08-28-12

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:31 PM 08/27/2012
FILED 06:32 PM 08/27/2012
SRV 120975544 - 3049857 FILE

**CERTIFICATE OF FORMATION
OF
EARTHLINK BUSINESS, LLC**

1. The name of the limited liability company is EarthLink Business, LLC.
2. The address of its registered office in the State of Delaware is 160 Greentree Drive, Suite 101, in the City of Dover, County of Kent, Delaware 19904. The name of its registered agent at such address is National Registered Agents, Inc.
3. This Certificate of Formation shall be effective upon its filing.

[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of EarthLink Business, LLC, this 27 day of August, 2012.



Samuel R. DeSimone, an Authorized Person



**FLORIDA DEPARTMENT OF STATE
Division of Corporations**

September 27, 2012

FLORIDA FILING & SEARCH SERVICES

Qualification documents for EARTHLINK BUSINESS, LLC were filed on September 26, 2012, and assigned document number M12000005389. Please refer to this number whenever corresponding with this office.

Your limited liability company is authorized to transact business in Florida as of the file date.

To maintain "active" status with the Division of Corporations, an annual report must be filed yearly between January 1st and May 1st beginning in the year following the file date or effective date indicated above. If the annual report is not filed by May 1st, a \$400 late fee will be added.

A Federal Employer Identification Number (FEI/EIN) will be required when this report is filed. Contact the IRS at 1-800-829-4933 for an SS-4 form or go to www.irs.gov.

Please notify this office if the limited liability company address changes.

Should you have any questions regarding this matter, please contact this office at the address given below.

Deborah Bruce
Regulatory Specialist II
Registration/Qualification Section
Division of Corporations

Letter Number: 612A00024116

Account number: FCA000000015

Amount charged: 125.00

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

VERIFICATION

