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Case No. **11-0493-TP-CIO**

January 28, 2011

Via Overnight Delivery

Public Utilities Commission of Ohio
Docketing Division
180 East Broad Street
Columbus, Ohio 43215-3793

PUCO

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RECEIVED-DOCKETING DIV

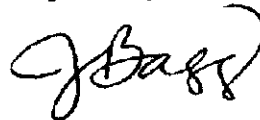
**Re: Notification of the Transfer of Control of Saturn
Telecommunication Services, Inc. to DeltaCom, Inc.**

To Docketing Division:

Enclosed please find an original and seven (7) copies of the above referenced application, which seeks Commission approval for a change in ownership that will result from the proposed transfer of control of Saturn Telecommunications, Service, Inc., a Competitive Telecommunications Service Provider, to DeltaCom, Inc. It is our understanding that this change requires a zero (0) day notice.

Please date-stamp the extra copy of this filing, and return it to us in the enclosed self-addressed prepaid overnight delivery envelope. Please contact the undersigned if you have any questions or concerns.

Respectfully submitted,



Jennifer P. Bagg
Counsel for DeltaCom, Inc.

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business.
Technician IN Date Processed JAN 31 2011

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS APPLICATION FORM for ROUTINE PROCEEDINGS
(Effective: 01/18/2008)

In the Matter of the Application of Saturn)
Telecommunication Services, Inc. for Approval of the)
Transfer of Control of Saturn Telecommunication Services,)
Inc. to DeltaCom, Inc.)

TRF Docket No. 90-6012

Case No. 11 - 0493 -TP - CIO

NOTE: Unless you have reserved a Case # or are filing a Contract, leave the "Case No" fields BLANK.

Name of Registrant(s) Saturn Telecommunication Services Inc.

DBA(s) of Registrant(s) N/A

Address of Registrant(s) 12399 SW 53rd Street, Suite 102, Cooper City, FL 33330

Company Web Address www.ststelecom.com

Regulatory Contact Person(s) Becky West

Phone (954) 252-1023

Fax (786) 363-0147

Regulatory Contact Person's Email Address bwest@ststelecom.com

Contact Person for Annual Report Becky West

Phone (954) 252-1023

Address (if different from above) same as above

Consumer Contact Information Customer Service Supervisor

Phone (800) 610-7600

Address (if different from above) same as above

Motion for protective order included with filing? ☐ Yes ☒ No

Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: Waivers may toll any automatic timeframe.]

Section I – Pursuant to Chapter 4901:11-6 OAC – Part I – Please indicate the Carrier Type and the reason for submitting this form by checking the boxes below. CMRS providers: Please see the bottom of Section II.

NOTES: (1) For requirements for various applications, see the identified section of Ohio Administrative Code Section 4901 and/or the supplemental application form noted. (2) Information regarding the number of copies required by the Commission may be obtained from the Commission's web site at www.puco.ohio.gov under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the Commission

Carrier Type <input type="checkbox"/> Other (explain below)	<input type="checkbox"/> ILEC	<input type="checkbox"/> CLEC	<input type="checkbox"/> CTS	<input type="checkbox"/> AOS/IOS
Tier 1 Regulatory Treatment				
Change Rates within approved Range	<input type="checkbox"/> TRF 1-6-04(B) (0 day Notice)	<input type="checkbox"/> TRF 1-6-04(B) (0 day Notice)		
New Service, expanded local calling area, correction of textual error	<input type="checkbox"/> ZTA 1-6-04(B) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-04(B) (0 day Notice)		
Change Terms and Conditions, Introduce non-recurring service charges	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)		
Introduce or Increase Late Payment or Returned Check Charge	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)		
Business Contract	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)		
Withdrawal	<input type="checkbox"/> ATW 1-6-12(A) (Non-Auto)	<input type="checkbox"/> ATW 1-6-12(A) (Auto 30 days)		
Raise the Ceiling of a Rate	Not Applicable	<input type="checkbox"/> SLF 1-6-04(B) (Auto 30 days)		
Tier 2 Regulatory Treatment				
Residential - Introduce non-recurring service charges	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)		
Residential - Introduce New Tariffed Tier 2 Service(s)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	
Residential - Change Rates, Terms and Conditions, Promotions, or Withdrawal	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	
Residential - Tier 2 Service Contracts	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	
Commercial (Business) Contracts	Not Filed	Not Filed	Not Filed	
Business Services (see "Other" below)	Detariffed	Detariffed	Detariffed	
Residential & Business Toll Services (see "Other" below)	Detariffed	Detariffed	Detariffed	

Section I – Part II – Certificate Status and Procedural

Certificate Status	ILEC	CLEC	CTS	AOS/IOS
Certification (See Supplemental ACE form)		<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)
Add Exchanges to Certificate	<input type="checkbox"/> ATA 1-6-09(C) (Auto 30 days)	<input type="checkbox"/> AAC 1-6-10(F) (0 day Notice)	CLECs must attach a current CLEC Exchange Listing Form	
Abandon all Services - With Customers	<input type="checkbox"/> ABN 1-6-11(A) (Non-Auto)	<input type="checkbox"/> ABN 1-6-11(A) (Auto 90 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)
Abandon all Services - Without Customers		<input type="checkbox"/> ABN 1-6-11(A) (Auto 30 days)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)
Change of Official Name (See below)	<input type="checkbox"/> ACN 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ACN 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Change in Ownership (See below)	<input type="checkbox"/> ACO 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ACO 1-6-14(B) (Auto 30 days)	<input checked="" type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Merger (See below)	<input type="checkbox"/> AMT 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> AMT 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Transfer a Certificate (See below)	<input type="checkbox"/> ATC 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ATC 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Transaction for transfer or lease of property, plant or business (See below)	<input type="checkbox"/> ATR 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ATR 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Procedural				
Designation of Process Agent(s)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)

Section II – Carrier to Carrier (Pursuant to 4901:1-7), CMRS and Other

Carrier to Carrier	ILEC	CLEC		
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)		
Request for Arbitration	<input type="checkbox"/> ARB 1-7-08 (Non-Auto)	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)		
Introduce or change c-t-c service tariffs,	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)		
Introduce or change access service pursuant to 07-464-TP-COI	<input type="checkbox"/> ATA (Auto 30 day)			
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC 1-7-04 or 1-7-05	<input type="checkbox"/> UNC 1-7-04 or (Non-Auto) 1-7-05		
Pole attachment changes in terms and conditions and price changes.	<input type="checkbox"/> UNC 1-7-23(B) (Non-Auto)	<input type="checkbox"/> UNC 1-7-05 (Non-Auto)		
CMRS Providers See 4901:1-6-15	<input type="checkbox"/> RCC [Registration & Change in Operations] (0 day)		<input type="checkbox"/> NAG [Interconnection Agreement or Amendment] (Auto 90 days)	
Other* (explain) _____				

*NOTE: During the interim period between the effective date of the rules and an Applicant's Detariffing Filing, changes to existing business Tier 2 and all toll services, including the addition of new business Tier 2 and all new toll services, will be processed as 0-day TRF filings, and briefly described in the "Other" section above.

All Section I and II applications that result in a change to one or more tariff pages require, at a minimum, the following exhibits. Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see the 4901:1-6-14 Filing Requirements on the Commission's Web Page for a complete list of exhibits.

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s) <i>N/A</i>
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin. <i>N/A</i>
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected. <i>N/A</i>
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s). <i>N/A</i>

Section III. - Attestation

Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.

AFFIDAVIT

Compliance with Commission Rules and Service Standards

I am an officer/agent of the applicant corporation, _____, and am authorized to make this statement on its behalf.
(Name)

I attest that these tariffs comply with all applicable rules, including the Minimum Telephone Service Standards (MTSS) Pursuant to Chapter 4901:1-5 OAC for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules, including the Minimum Telephone Service Standards, as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on (Date) _____ at (Location) _____

*(Signature and Title) _____

(Date) _____

- This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant. *N/A*

VERIFICATION

I, Jennifer P. Bagg, verify that I have utilized the Telecommunications Application Form for Routine Proceedings provided by the Commission and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

*(Signature and Title) *J. Bagg, Counsel*

(Date) *1/28/11*

*Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.

Send your completed Application Form, including all required attachments as well as the required number of copies, to:

**Public Utilities Commission of Ohio
Attention: Docketing Division
180 East Broad Street, Columbus, OH 43215-3793**

Or

Make such filing electronically as directed in Case No 06-900-AU-WVR

LIST OF EXHIBITS

- Exhibit A Certification from Ohio Secretary of State – Foreign Corporation
Certificate of Good Standing
- Exhibit B Officers and Directors
- Exhibit C Description of and Rationale for Transaction, Including Public Interest
Considerations
- Description of Notice Procedures That Has Been/Will Be Utilized
Not Applicable
- Real Time Notice That Has Been/Will Be Provided to Consumers
Not Applicable
- Customer Notice Affidavit (Verifying Customer Notice Has Been
Provided to Affected Customers)
Not Applicable

Exhibit A

Saturn Telecommunication Services, Inc.

**Certification from Ohio Secretary of State –
Foreign Corporation Certificate of Good Standing**

Note: This transaction does not involve a transfer of certificate.

**United States of America
State of Ohio
Office of the Secretary of State**

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show SATURN TELECOMMUNICATION SERVICES INC., a Florida corporation, having qualified to do business within the State of Ohio on May 31, 2001 under License No. 1232672 is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 27th day of January, A.D. 2011*

Jon Husted

Ohio Secretary of State

Validation Number: V201127J6FB36



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
08/01/2001	200115101134	FOREIGN LICENSE/FOR-PROFIT (PLF)	100.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

STS, INC.
P O BOX 822270
PEMBROKE PINES, FL 33082

STATE OF OHIO**Ohio Secretary of State, J. Kenneth Blackwell**

1232672

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

SATURN TELECOMMUNICATION SERVICES INC.

and, that said business records show the filing and recording of:

Document(s)

FOREIGN LICENSE/FOR-PROFIT

Document No(s):

200115101134

Authorization to transact business in Ohio is hereby given, until surrender, expiration or cancellation of this license.



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 31st day of May, A.D.
2001.

J. Kenneth Blackwell
Ohio Secretary of State



Prescribed by **J. Kenneth Blackwell**

Please obtain fee amount and mailing instructions from the Forms Inventory List (using the 3 digit form # located at the bottom of this form). To obtain the Forms Inventory List or for assistance, please

call Customer Service:

Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

FOREIGN CORPORATION APPLICATION FOR LICENSE

1. The name of the corporation is SATURN TELECOMMUNICATION SERVICES INC
2. The application is made to secure a ☒ permanent ☐ temporary license.
3. The corporation was incorporated on JULY 25 1994 under the laws of the state of FLORIDA
(month day year)
4. The corporation's principal office is located at
12233 SW 55 STREET # 811
COOPER CITY (city, township, or village) FL (state) 33330 (zip code)
5. The corporation's principal office within Ohio is to be located in ☒ Corp will not have an office in Ohio
_____, _____, _____, Ohio _____
(city, township, or village) (county) (zip code)
6. The corporation hereby appoints the following as its statutory agent upon whom process against the corporation may be served in the state of Ohio. The name and complete address of the statutory agent is: (see item 3 in instructions)
NATIONAL REGISTERED AGENTS, INC. 145 BAKER STREET
MARION _____, Ohio 43302
(city, village or township) (street and number) (zip code)
(NOTE: P.O. Box addresses are not acceptable.)
7. The corporation irrevocably consents to service of process on the statutory agent listed above as long the authority of the agent continues, and to service of process upon the SECRETARY OF STATE if
(a) the agent cannot be found, or
(b) the corporation fails to designate another agent when required to do so, or
(c) the corporation's license to do business in Ohio expires or is cancelled.
8. The corporation will exercise the following corporate purpose(s) in Ohio:
(Please provide a brief but specific description; a general purpose clause is not sufficient.)
LONG DISTANCE TELECOMMUNICATION
9. Has the corporation obtained a license to transact business in Ohio at any time in the past? ☐ Yes ☒ No
If yes, prior License No. _____ issued _____ (date)
10. The date on which the corporation began transacting business in Ohio:
☐ Date _____
OR
☒ will begin business upon approval of application.

J. Kenneth Blackwell
Secretary of State

11. Is this application being made to enable the corporation to prosecute or defend a legal action?
(USE INSTRUCTION NO. 4)

☐ Yes☒ No

NOTARIZATION

STATE OF FLORIDA
COUNTY OF Broward

ss. _____

I, Jon Krutchnik being duly sworn, state that I am the
CEO of Saturn Telecommunication Services Inc. and that the foregoing statements
(title)
are true and correct to the best of my knowledge and belief.

Signature: _____

Name: Jon Krutchnik

SWORN TO AND SUBSCRIBED IN MY PRESENCE ON 5-30-01
(date)

Signature: _____

Name: Eric Joseph Goldman

NOTARY SEAL

My commission expires on 6/3/02
(date)



State of Florida



Department of State

I certify from the records of this office that SATURN TELECOMMUNICATION SERVICES INC., is a corporation organized under the laws of the State of Florida, filed on July 25, 1994.

The document number of this corporation is P94000055120.

I further certify that said corporation has paid all fees due this office through December 31, 2001, that its most recent annual report/uniform business report was filed on April 20, 2001, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-third day of May, 2001



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

Exhibit B

Officers and Directors

Saturn Telecommunication Services, Inc.

Officers:

Mark Amarant, President
Andrew Silber, Secretary

Board of Directors:

Mark Amarant
Andrew Silber
Keith Kramer
Gil Cohen

All of the above Officers and Directors of Saturn Telecommunications Services, Inc. can be contacted at:

12399 SW 53rd Street, Suite 102
Cooper City, FL 33330
Tel: (954) 252-1000

DeltaCom, Inc.

Officers:

Rolla P. Huff: Chairman and Chief Executive Officer
Joseph M. Wetzal: President and Chief Operating Officer
Bradley A. Ferguson: Executive Vice President, Chief Financial Officer
Samuel R. DeSimone, Jr.: Executive Vice President, General Counsel and Secretary
Jim O'Brien: Executive Vice President, Network Services and Customer Operations
Stacie Hagan: Executive Vice President, Chief People Officer
Cardi Prinzi: Executive Vice President, Sales and Marketing
Kevin Brand: Executive Vice President, Consumer Products and Support

Board of Directors:

Rolla P. Huff
Marce Fuller
Terrell Jones
Susan D. Bowick
David Koretz
Thomas E. Wheeler
M. Wayne Wischart

All of the above Officers and Directors of DeltaCom, Inc. can be contacted at:

EarthLink, Inc.
1375 Peachtree Street, Suite 400
Atlanta, GA 30309
Tel: (404) 815-0770

Exhibit C

Description of and Rationale for Transaction, Including Public Interest Considerations

DESCRIPTION OF THE TRANSACTION

On December 17, 2010, ITC^DeltaCom, Inc. ("ITC"), the parent company of DeltaCom, Inc. ("DeltaCom") and the shareholders of Saturn Telecommunication Services, Inc. ("Saturn") executed and entered into a purchase agreement whereby ITC proposes to purchase all of the shareholders' equity interests in Saturn (and in STS Telecom, LLC ("STS"), a company commonly owned with Saturn, but that does not provide service in Ohio) in return for a cash payment. On January 10, 2011, ITC assigned and DeltaCom assumed ITC's right and obligations under the purchase agreement, including the right to purchase all of the Saturn (and STS) equity interests. As a result of the proposed transaction, Saturn (and STS) will be wholly-owned and directly controlled by DeltaCom and indirectly controlled by ITC and DeltaCom's ultimate parent company, EarthLink. Diagrams depicting the pre- and post-transaction corporate structures of the companies are attached hereto as Attachment A.

The proposed transaction does not involve the transfer of any customers between Saturn and DeltaCom. Immediately following the consummation of the transaction, Saturn will continue to provide service to Saturn's existing customers, who will continue to enjoy the same services as they do prior to closing. Accordingly, the proposed transfer of control will be transparent to Saturn customers in terms of the services they receive.

Consummation of the transaction is contingent upon receipt of certain regulatory approvals and satisfaction of customary closing conditions. The transaction is expected to be completed in the first quarter of 2011, subject to all regulatory approvals.

PUBLIC INTEREST IMPACT

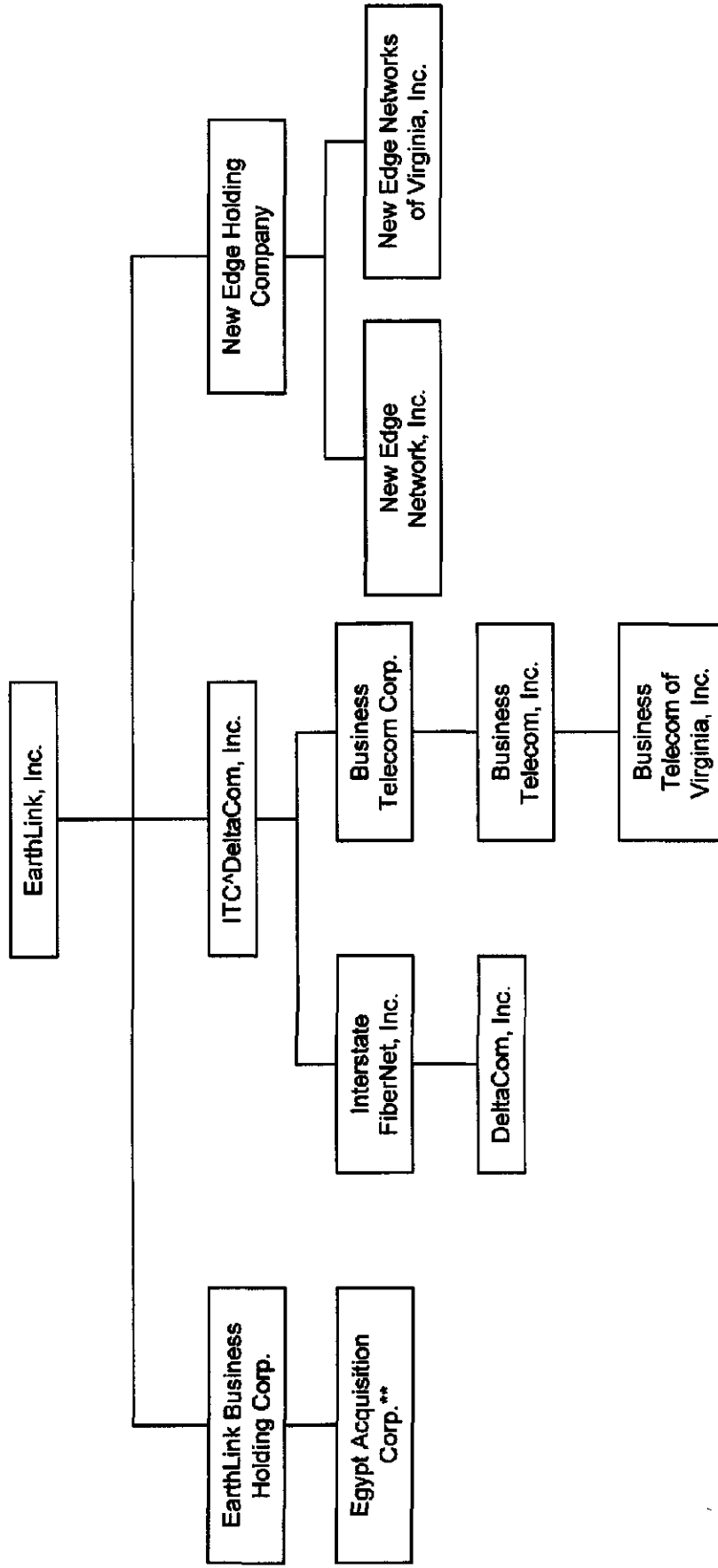
The proposed transaction will serve the public interest by ensuring that Saturn's customers enjoy continued high-quality telecommunications service from a financially and managerial sound company, DeltaCom, with a long-standing track record as a provider of high-quality telecommunications services. The complementary strengths, product sets, and geographic footprints of DeltaCom and Saturn should position DeltaCom 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. Moreover, DeltaCom's ultimate parent, EarthLink, Inc. brings considerable financial, managerial and technical resources that will further enhance the ability of Saturn to continue to effectively compete in the telecommunications industry.

Although DeltaCom's acquisition of Saturn will result in a change in the ultimate ownership and control of Saturn, no direct transfer of authorization, assets, or customers will occur as a result of the transfer of control. Immediately following consummation of the merger, Saturn will continue to provide service to the Ohio customers of Saturn pursuant to its existing authorizations. The transfer of control will be transparent to Saturn's Ohio customers in terms of the services they currently receive.

In sum, the acquisition by DeltaCom of Saturn is expected to create substantial opportunities for the Ohio customers of both companies and will ultimately enhance the quality and variety of telecommunications products and services offered to Ohio consumers. This transaction will therefore serve the public interest of the State of Ohio.

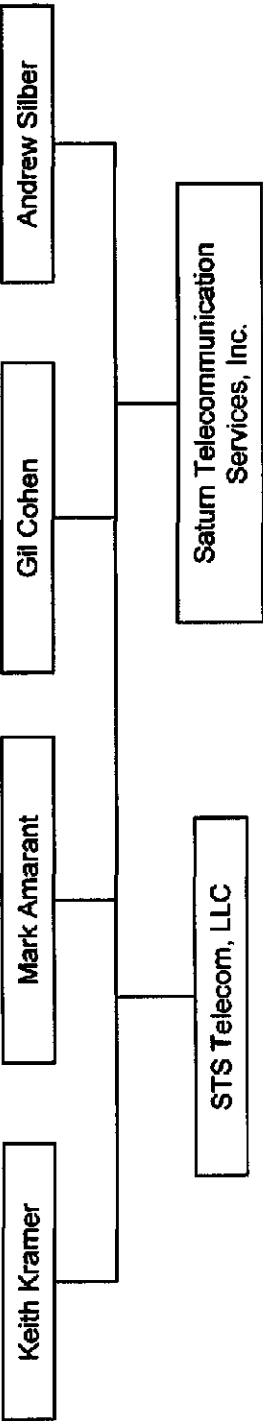
Attachment A

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



** Egypt Acquisition Corp. relates to the proposed transfer of control of One Communications Corp. to EarthLink (WC Dkt. 11-1). The pending One Communications Corp. and EarthLink application (filed Dec. 21, 2010) contains the detailed pre- and post- transaction corporate ownership structure of the regulated subsidiaries of One Communications Corp.

Pre-Transaction Corporate Ownership of STS Telecom, LLC
and Saturn Telecommunications Services, Inc.



Post-STS Ownership of the Regulated Subsidiaries of EarthLink

