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November 19, 2012

**Via DIS**

Renee J. Jenkins, Secretary  
Public Utilities Commission of Ohio  
Attention: Docketing Division  
180 East Broad Street  
Columbus, Ohio 43215-3793

**Re: Case No. 12-3034-TP-CIO**  
**In the Matter of the Application of DeltaCom, LLC d/b/a EarthLink**  
**Business to Complete *Pro Forma* Intra-Company Changes**

Dear Ms. Jenkins:

On behalf of DeltaCom, LLC d/b/a EarthLink Business (f/k/a DeltaCom, Inc. d/b/a EarthLink Business), attached for filing is an electronic copy of the above-referenced Application in PDF Format.

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

Respectfully submitted,



Jean L. Kiddoo  
Brett P. Ferenchak

Counsel to DeltaCom, LLC

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*The Public Utilities Commission of Ohio*  
**TELECOMMUNICATIONS FILING FORM**

(Effective: 01/20/2011)

This form is intended to be used with most types of required filings. It provides check boxes with rule references for the most common types of filings. It does not replace or supersede Commission rules in any way.

In the Matter of the Application of DeltaCom, LLC d/b/a \_\_\_\_\_ )  
EarthLink Business to Complete *Pro Forma* Intra-Company \_\_\_\_\_ )  
Changes \_\_\_\_\_ )  
\_\_\_\_\_ )

TRF Docket No. 90-\_\_\_\_\_  
Case No. **12-3034-TP-CIO**

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

Name of Registrant(s) DeltaCom, LLC (f/k/a DeltaCom, Inc.) ("DeltaCom")

DBA(s) of Registrant(s) EarthLink Business

Address of Registrant(s) 5 Wall Street, Burlington, MA 01803

Company Web Address www.earthlinkbusiness.com

Regulatory Contact Person(s) Paula Foley, Regulatory Affairs Counsel Phone 781-362-5713 Fax 781-362-1313

Regulatory Contact Person's Email Address pfoley@corp.earthlink.com

Contact Person for Annual Report Mary Whiting, Director, Regulatory Compliance Phone 610-755-4877

Address (if different from above) 2610 Horizon Drive SE, Ste B, Grand Rapids, MI 49546

Consumer Contact Information EarthLink Business Customer Support Phone 888-698-4357

Address (if different from 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.]

**Notes:**

Section I and II are Pursuant to Chapter [4901:1-6](#) OAC.

Section III – Carrier to Carrier is Pursuant to [4901:1-7](#) OAC, and Wireless is Pursuant to [4901:1-6-24](#) OAC.

Section IV – Attestation.

(1) Indicate the Carrier Type and the reason for submitting this form by checking the boxes below.

(2) For requirements for various applications, see the identified section of Ohio Administrative Code Section 4901 and/or the supplemental application form noted.

(3) Information regarding the number of copies required by the Commission may be obtained from the Commission's web site at [www.puco.ohio.gov](http://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.

(4) An Incumbent Local Exchange Carrier (ILEC) offering basic local exchange service (BLES) outside its traditional service area should choose CLEC designation when proposing to offer BLES outside its traditional service area or when proposing to make changes to that service.

**All Filings that result in a change to one or more tariff pages require, at a minimum, the following exhibits.**

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s) <b>Not Applicable. Applicant does not provide any services that require tariffing and, therefore, has no tariffs on file.</b>
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin. <b>Not Applicable. Applicant does not provide any services that require tariffing and, therefore, has no tariffs on file.</b>
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s). <b>Not Applicable Applicant will continue to provide service without immediate change in rates, terms or conditions. Further, the brand name familiar to the customer will not change.</b>

## Section I – Part I - Common Filings

<b>Carrier Type</b> <input type="checkbox"/> <b>Other</b> (explain below)	<input type="checkbox"/> <b>For Profit ILEC</b>	<input type="checkbox"/> <b>Not For Profit ILEC</b>	<input type="checkbox"/> <b>CLEC</b>
Change terms & conditions of existing BLES	<input type="checkbox"/> ATA <a href="#">1-6-14(H)</a> (Auto 30 days)	<input type="checkbox"/> ATA <a href="#">1-6-14(H)</a> (Auto 30 days)	<input type="checkbox"/> ATA <a href="#">1-6-14(H)</a> (Auto 30 days)
Introduce non-recurring charge, surcharge, or fee to BLES			<input type="checkbox"/> ATA <a href="#">1-6-14(H)</a> (Auto 30 days)
Introduce or Increase Late Payment	<input type="checkbox"/> ATA <a href="#">1-6-14(I)</a> (Auto 30 days)	<input type="checkbox"/> ATA <a href="#">1-6-14(I)</a> (Auto 30 days)	<input type="checkbox"/> ATA <a href="#">1-6-14(I)</a> (Auto 30 days)
Revisions to BLES Cap.	<input type="checkbox"/> ZTA <a href="#">1-6-14(F)</a> (0 day Notice)		
Introduce BLES or expand local service area (calling area)	<input type="checkbox"/> ZTA <a href="#">1-6-14(H)</a> (0 day Notice)	<input type="checkbox"/> ZTA <a href="#">1-6-14(H)</a> (0 day Notice)	<input type="checkbox"/> ZTA <a href="#">1-6-14(H)</a> (0 day Notice)
Notice of no obligation to construct facilities and provide BLES	<input type="checkbox"/> ZTA <a href="#">1-6-27(C)</a> (0 day Notice)	<input type="checkbox"/> ZTA <a href="#">1-6-27(C)</a> (0 day Notice)	
Change BLES Rates	<input type="checkbox"/> TRF <a href="#">1-6-14(F)</a> (0 day Notice)	<input type="checkbox"/> TRF <a href="#">1-6-14(F)(4)</a> (0 day Notice)	<input type="checkbox"/> TRF <a href="#">1-6-14(G)</a> (0 day Notice)
To obtain BLES pricing flexibility	<input type="checkbox"/> BLS <a href="#">1-6-14(C)(1)(c)</a> (Auto 30 days)		
Change in boundary	<input type="checkbox"/> ACB <a href="#">1-6-32</a> (Auto 14 days)	<input type="checkbox"/> ACB <a href="#">1-6-32</a> (Auto 14 days)	
Expand service operation area			<input type="checkbox"/> TRF <a href="#">1-6-08(G)</a> (0 day)
BLES withdrawal			<input type="checkbox"/> ZTA <a href="#">1-6-25(B)</a> (0 day Notice)
<b>Other*</b> (explain) _____			

## Section I – Part II – Customer Notification Offerings Pursuant to Chapter [4901:1-6-7 OAC](#)

Type of Notice	Direct Mail	Bill Insert	Bill Notation	Electronic Mail
<input type="checkbox"/> 15-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> 30-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Date Notice Sent:</b>				

## Section I – Part III –IOS Offerings Pursuant to Chapter [4901:1-6-22 OAC](#)

IOS	Introduce New	Tariff Change	Price Change	Withdraw
<input type="checkbox"/> IOS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Section II – Part I – Carrier Certification - Pursuant to Chapter [4901:1-6-08, 09 & 10 OAC](#)

Certification	ILEC (Out of Territory)	CLEC	Telecommunications Service Provider Not Offering Local	CESTC	CETC
* See Supplemental form	<input type="checkbox"/> ACE <a href="#">1-6-08</a> * (Auto 30- day)	<input type="checkbox"/> ACE <a href="#">1-6-08</a> * (Auto 30 day)	<input type="checkbox"/> ACE <a href="#">1-6-08</a> * (Auto 30 day)	<input type="checkbox"/> ACE <a href="#">1-6-10</a> (Auto 30 day)	<input type="checkbox"/> UNC <a href="#">1-6-09</a> * (Non-Auto)

\*Supplemental Certification forms can be found on the Commission Web Page.

## Section II – Part II – Certificate Status & Procedural

Certificate Status	ILEC	CLEC	Telecommunications Service Provider Not Offering Local
Abandon all Services		<input type="checkbox"/> ABN <a href="#">1-6-26</a> (Auto 30 days)	<input type="checkbox"/> ABN <a href="#">1-6-26</a> (Auto 30 days)
Change of Official Name *	<input type="checkbox"/> ACN <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> ACN <a href="#">1-6-29(B)</a> (Auto 30 days)	<input checked="" type="checkbox"/> CIO <a href="#">1-6-29(C)</a> (0 day Notice)
Change in Ownership *	<input type="checkbox"/> ACO <a href="#">1-6-29(E)</a> (Auto 30 days)	<input type="checkbox"/> ACO <a href="#">1-6-29(E)</a> (Auto 30 days)	<input checked="" type="checkbox"/> CIO <a href="#">1-6-29(C)</a> (0 day Notice)
Merger *	<input type="checkbox"/> AMT <a href="#">1-6-29(E)</a> (Auto 30 days)	<input type="checkbox"/> AMT <a href="#">1-6-29(E)</a> (Auto 30 days)	<input type="checkbox"/> CIO <a href="#">1-6-29(C)</a> (0 day Notice)
Transfer a Certificate *	<input type="checkbox"/> ATC <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> ATC <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> CIO <a href="#">1-6-29(C)</a> (0 day Notice)
Transaction for transfer or lease of property, plant or business *	<input type="checkbox"/> ATR <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> ATR <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> CIO <a href="#">1-6-29(C)</a> (0 day Notice)

\* Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see [the 4901:1-6-29 Filing Requirements on the Commission's Web Page](#) for a complete list of exhibits.

## Section III – Carrier to Carrier (Pursuant to [4901:1-7](#)), and Wireless (Pursuant to [4901:1-6-24](#))

Carrier to Carrier	ILEC	CLEC
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG <a href="#">1-7-07</a> (Auto 90 day)	<input type="checkbox"/> NAG <a href="#">1-7-07</a> (Auto 90 day)
Request for Arbitration	<input type="checkbox"/> ARB <a href="#">1-7-09</a> (Non-Auto)	<input type="checkbox"/> ARB <a href="#">1-7-09</a> (Non-Auto)
Introduce or change c-t-c service tariffs,	<input type="checkbox"/> ATA <a href="#">1-7-14</a> (Auto 30 day)	<input type="checkbox"/> ATA <a href="#">1-7-14</a> (Auto 30 day)
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC <a href="#">1-7-04</a> or 05 (Non-Auto)	
Changes in rates, terms & conditions to Pole Attachment, Conduit Occupancy and Rights- of-Way.	<input type="checkbox"/> UNC <a href="#">1-7-23(B)</a> (Non-Auto)	
<b>Wireless Providers</b> See <a href="#">4901:1-6-24</a>	<input type="checkbox"/> RCC [Registration & Change in Operations]	<input type="checkbox"/> NAG [Interconnection Agreement or

## Section IV. – Attestation

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

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### **AFFIDAVIT** *Compliance with Commission Rules*

I am an officer/agent of the applicant corporation, \_\_\_\_\_, and am authorized to make this statement on its behalf.

\_\_\_\_\_  
(Name)

Please Check ALL that apply:

☐ I attest that these tariffs comply with all applicable rules for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules 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 attest that customer notices accompanying this filing form were sent to affected customers, as specified in Section II, in accordance with Rule 4901:1-6-7, Ohio Administrative Code.

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.*

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### **VERIFICATION**

I, Brett P. Ferenchak verify that I have utilized the Telecommunications Filing Form for most 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)/s/ Brett P. Ferenchak, Counsel to Applicant (Date) 11/19/12

*\*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.*

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***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 AND ATTACHMENTS**

Exhibit A	Existing Tariff Pages - <b>NOT APPLICABLE</b>
Exhibit B	Revised Tariff Pages - <b>NOT APPLICABLE</b>
Exhibit C	Description of Transaction
Exhibit C-1	Current Corporate Organization of EarthLink
Exhibit C-2	Proposed Corporate Organization of EarthLink
Exhibit C-3	Corporate Organization of the OH Certificated Entities Before and After the Pro Forma Intra-Company Changes
Exhibit C-4	DeltaCom Conversion Documents, Authority to Transact Business in Ohio and Registration of Trade Name
Exhibit D	Customer Notice and Customer Notice Affidavit - <b>NOT APPLICABLE</b>
Attachment A	Certificate of Good Standing
Attachment B	List of Officers and Directors
Verification	

## **EXHIBIT C**

### **DESCRIPTION OF THE TRANSACTION**

DeltaCom, LLC d/b/a EarthLink Business (f/k/a DeltaCom, Inc. d/b/a EarthLink Business) (“DeltaCom” or “Applicant”)<sup>1</sup> requests Commission approval for certain *pro forma* intra-company changes described in more detail below. Applicant is an indirect subsidiary 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.<sup>2</sup>

#### **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 EarthLink Carrier, LLC (f/k/a Interstate FiberNet, Inc. (“IFN”), a wholesale telecommunications services provider, does business as “EarthLink Carrier”) currently transact business, and hold themselves out to the public, under the legal or trade name “EarthLink

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<sup>1</sup> As will be described in more detail below DeltaCom has recently changed its corporate form to become a limited liability company (“LLC”).

<sup>2</sup> The *pro forma* intra-company changes that are the subject of this Application 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 subject of this Application 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-corporate changes. To the extent required, Applicant, and/or affiliates of Applicant, will file subsequent requests for approval for, or notice of, those future *pro forma* intra-corporate changes.

Business.” A chart depicting the current corporate organizational chart of EarthLink and its subsidiaries is provided as Exhibit C-1.

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-corporate changes is provided as Exhibit C-2. This simplified corporate structure will reduce the reporting and accounting burdens of EarthLink and provide 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 Applicant**

DeltaCom is an indirect subsidiary of EarthLink. 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 Ohio, EarthLink has seven subsidiaries that are authorized to provide telecommunications services: Business Telecom, Inc. d/b/a



EarthLink Business (“BTI”),<sup>3</sup> CTC Communications Corp. d/b/a EarthLink Business (“CTC”),<sup>4</sup> Choice One Communications of Ohio, Inc. d/b/a EarthLink Business (“Choice One”),<sup>5</sup> Conversent Communications Resale L.L.C. d/b/a EarthLink Business (“Conversent”),<sup>6</sup> DeltaCom,<sup>7</sup> EarthLink Business, LLC (f/k/a New Edge Network, Inc. d/b/a EarthLink Business) (“New Edge”)<sup>8</sup> and Saturn Telecommunication Services, Inc. d/b/a EarthLink Business (“Saturn”)<sup>9</sup> (collectively, the “OH Certificated Entities”). BTI is a North Carolina corporation; CTC is a Massachusetts corporation; Choice One is a Delaware corporation; Conversent is a Delaware limited liability company; DeltaCom is an Alabama limited liability company as a result of its conversion from an Alabama corporation; New Edge is a Delaware limited liability company as a result of its conversion from a Delaware corporation; and Saturn is a Florida

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<sup>3</sup> BTI is authorized to provide competitive telecommunications services to Certificate No. 90-5193 granted in Case No. 03-1578-TP-CIO. BTI is not affected by the *pro forma* intra-company changes that are the subject of this Application, but is expected to participate in future *pro forma* intra-company changes, at which time BTI will make the necessary filing(s).

<sup>4</sup> CTC is authorized to provide competitive local exchange services and competitive telecommunications services pursuant to Certificate No. 90-9376 granted in Case No. 09-698-TP-ACE. CTC, Choice One and Conversent are jointly filing a separate application with the Commission, requesting approval for the *pro forma* intra-company changes affecting those entities.

<sup>5</sup> Choice One is authorized to provide competitive local exchange services pursuant to Revised Certificate No. 90-9082. CTC, Choice One and Conversent are jointly filing a separate application with the Commission, requesting approval for the *pro forma* intra-company changes affecting those entities as described below.

<sup>6</sup> Conversent is authorized to provide competitive local exchange and competitive telecommunications services pursuant to Certificate No. 90-9372 granted in Case No. 09-699-TP-ACE. CTC, Choice One and Conversent are jointly filing a separate application with the Commission, requesting approval for the *pro forma* intra-company changes affecting those entities as described below.

<sup>7</sup> DeltaCom authorized to provide competitive telecommunications services pursuant to Certificate No. 90-5725 granted in Case No. 96-1239-CT-ACT. 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 and name change documents and authority to transact business in Ohio are provided as Exhibit C-4. DeltaCom will jointly file with Saturn a separate application for approval for the other *pro forma* intra-company change affecting DeltaCom and Saturn.

<sup>8</sup> New Edge is authorized to provide competitive telecommunications services pursuant to Certificate No. 90-5896 granted in Case No. 99-1188-CT-ACE. New Edge separately filed an application with the Commission, requesting 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 and for another *pro forma* intra-company change affecting New Edge as described below.

<sup>9</sup> Saturn is authorized to provide competitive telecommunications services pursuant to Certificate No. 90-6012 granted in Case No. 01-1517-CT-ACE. Saturn will jointly file with DeltaCom a separate application for approval for the other *pro forma* intra-company change affecting DeltaCom and Saturn.

corporation. An organization chart depicting the corporate organizational structure of the OH 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 E.

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:

#### **For Applicant:**

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Brett P. Ferencak  
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Washington, DC 20006-1806  
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#### **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](mailto: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 Application 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.

To the extent necessary, this Application seeks approval of the various intra-company changes that resulted, or will result, in:

- (1) DeltaCom converting from an Alabama corporation to an Alabama limited liability company and
- (2) ITC^DeltaCom, Inc. (“ITC^DeltaCom”) becoming the new direct parent of DeltaCom.<sup>10</sup>

The OH Certificated Entities are filings separate Application with respect to various other *pro forma* intra-company changes that affect those entities.<sup>11</sup> 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 C-1 and C-2 (*see also* Exhibit C-3, depicting the corporate organization of the OH 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 OH Certificated Entities. The conversion of DeltaCom to a

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<sup>10</sup> This will result from IFN distributing its membership interests in DeltaCom to ITC^DeltaCom.

<sup>11</sup> The other *pro forma* intra-company changes affecting the other OH Certificate entities include:

- (1) EarthLink Business Holdings, LLC (f/k/a EarthLink Business, LLC) becoming the new direct parent company of New Edge;
- (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, Choice One, and Conversent; and
- (4) Saturn merging with and into DeltaCom, whereupon the separate existence of Saturn will cease and DeltaCom will be the surviving entity.

Additional details regarding those intra-company changes will be provided in the respective Applications.

limited liability company was merely a change in corporate form – the conversion was accomplished through a “check-the-box” filing in Alabama and did not entail any merger or other transactions that extinguish the existence of DeltaCom and the name under which this entity conducts business has not changed. As a result, the customers of DeltaCom continue to be served by the same entity from whom they previously obtained service and continue to receive invoices for services from EarthLink Business under the same rates, terms and conditions of service as provided by EarthLink Business before the changes. Accordingly, the conversion and name change of DeltaCom has been, and the other *pro forma* intra-company changes will be, transparent to the customers of EarthLink Business.

### **Public Interest Considerations**

Applicant submits 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 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.

Finally, all of EarthLink’s subsidiaries, including Applicant, have the same corporate officers. Therefore, there will be no change in the managerial qualifications of the telecommunications provider serving the affected customers.

### **CONCLUSION**

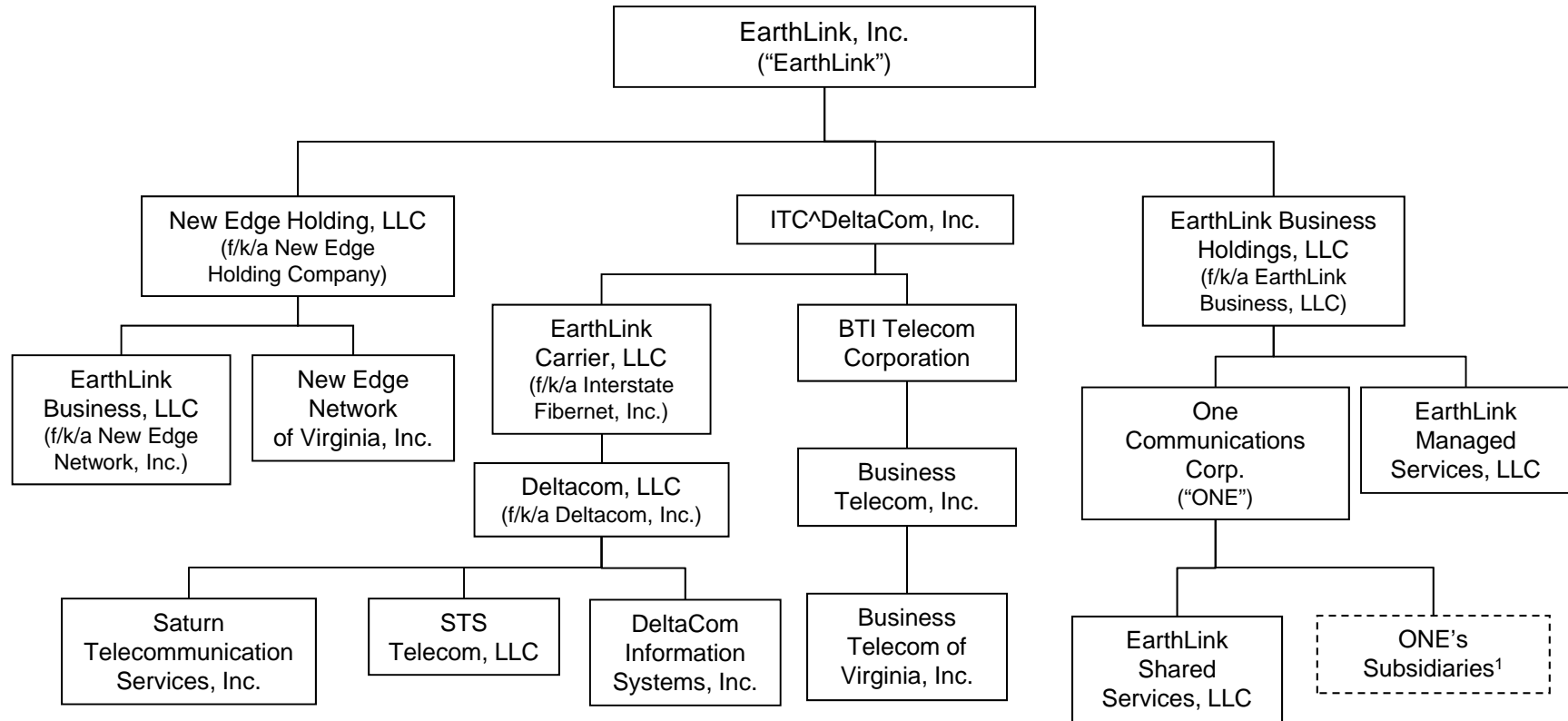
For the foregoing reasons, Applicant submits that the public interest, convenience, and necessity would be furthered by grant of this Application, authorizing Applicant to complete the *pro forma* intra-company changes described herein.

**EXHIBIT C-1**

**Current Corporate Organization of EarthLink**

## EXHIBIT C-1

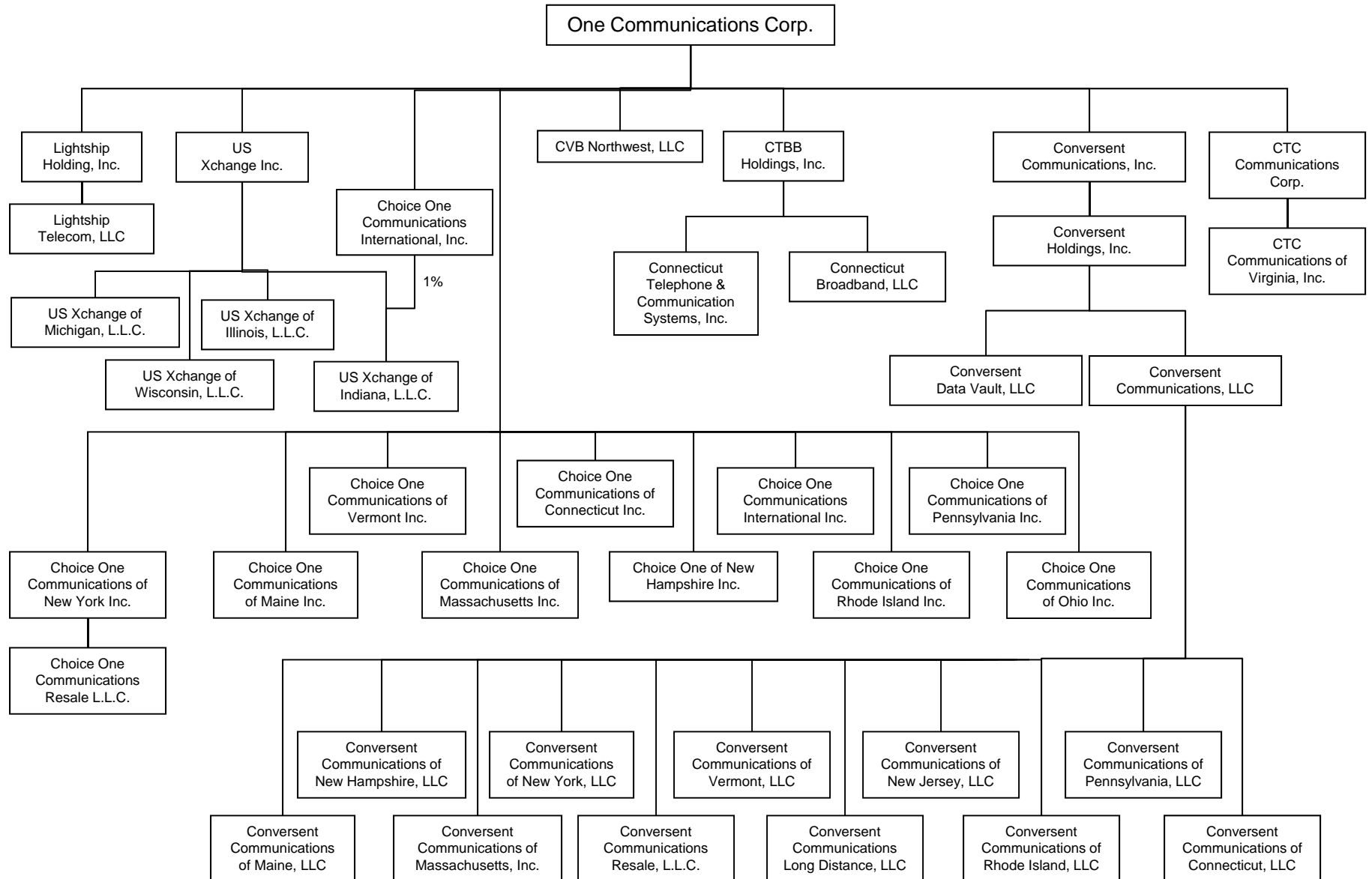
### Current Corporate Organization of EarthLink



<sup>1</sup> See the chart labeled "Current Corporate Organization of ONE's Subsidiaries".

## EXHIBIT C-1

### Current Corporate Organization of ONE's Subsidiaries\*



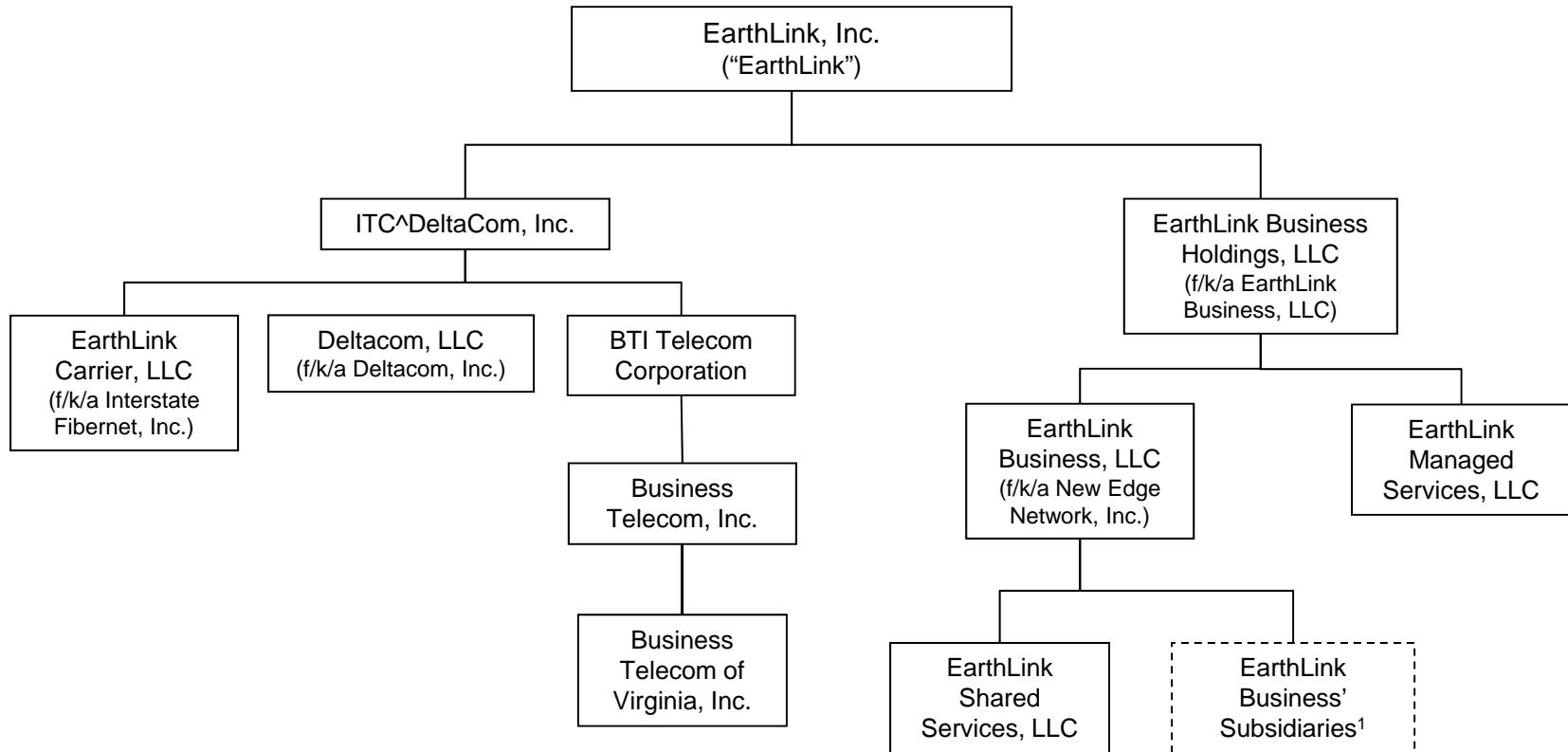
**EXHIBIT C-2**

**Proposed Corporate Organization of EarthLink**



## EXHIBIT C-2

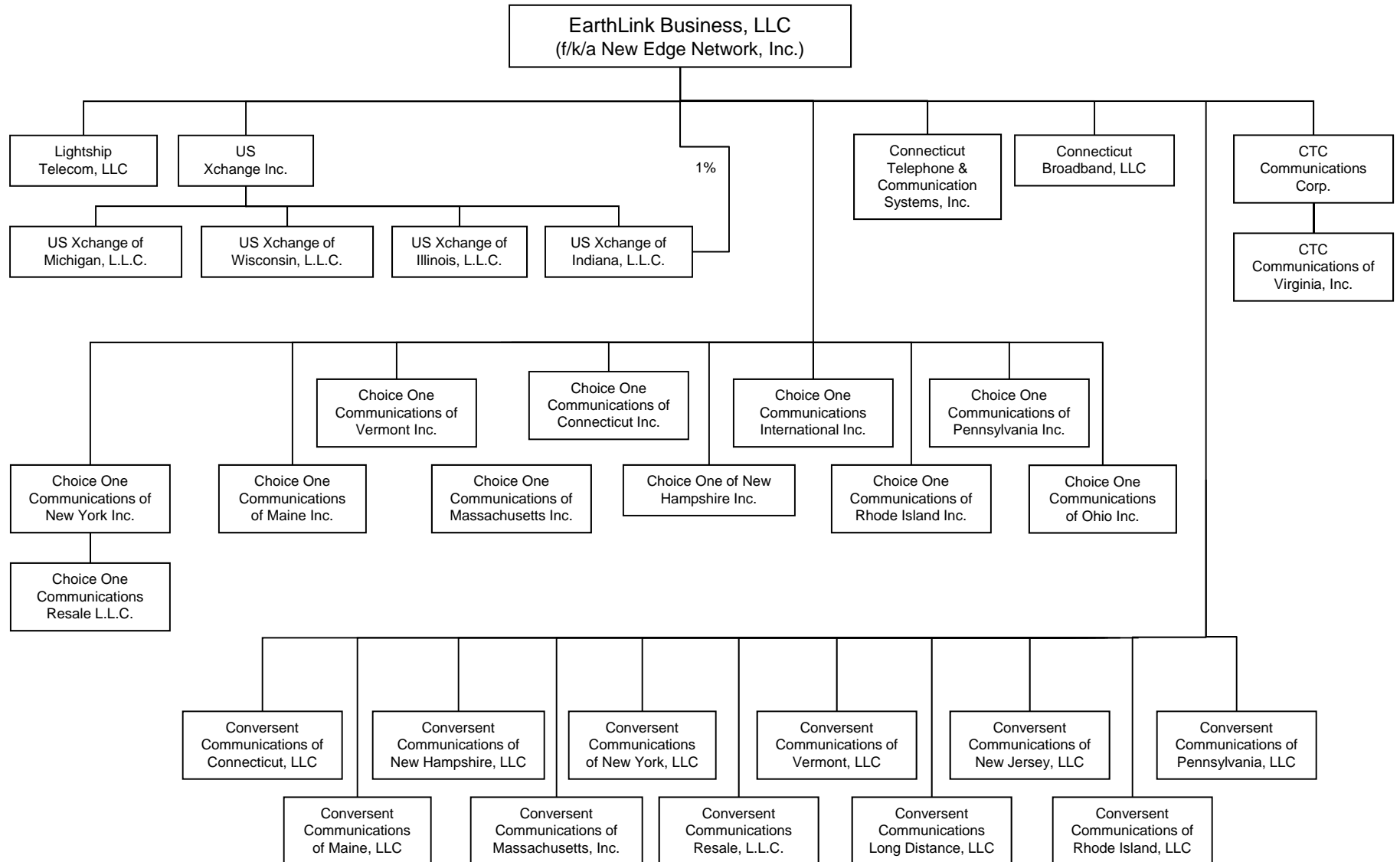
### Proposed Corporate Organization of EarthLink



<sup>1</sup> See the chart labeled "Proposed Corporate Organization of EarthLink Business' Subsidiaries".

## EXHIBIT C-2

### Proposed Corporate Organization of EarthLink Business' Subsidiaries



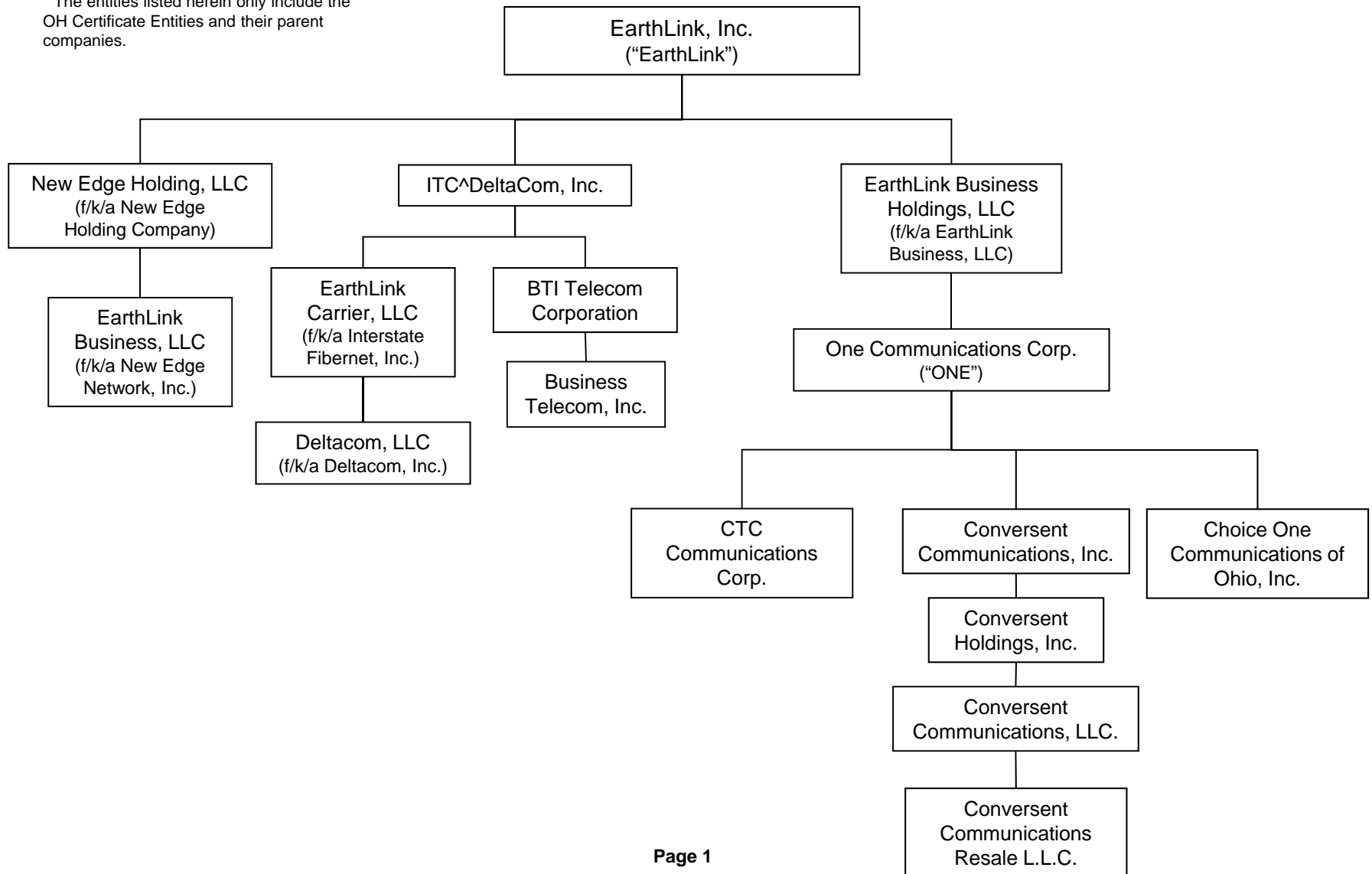
**EXHIBIT C-3**

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

## EXHIBIT C-3

### Current Corporate Organization of the OH Certificated Entities

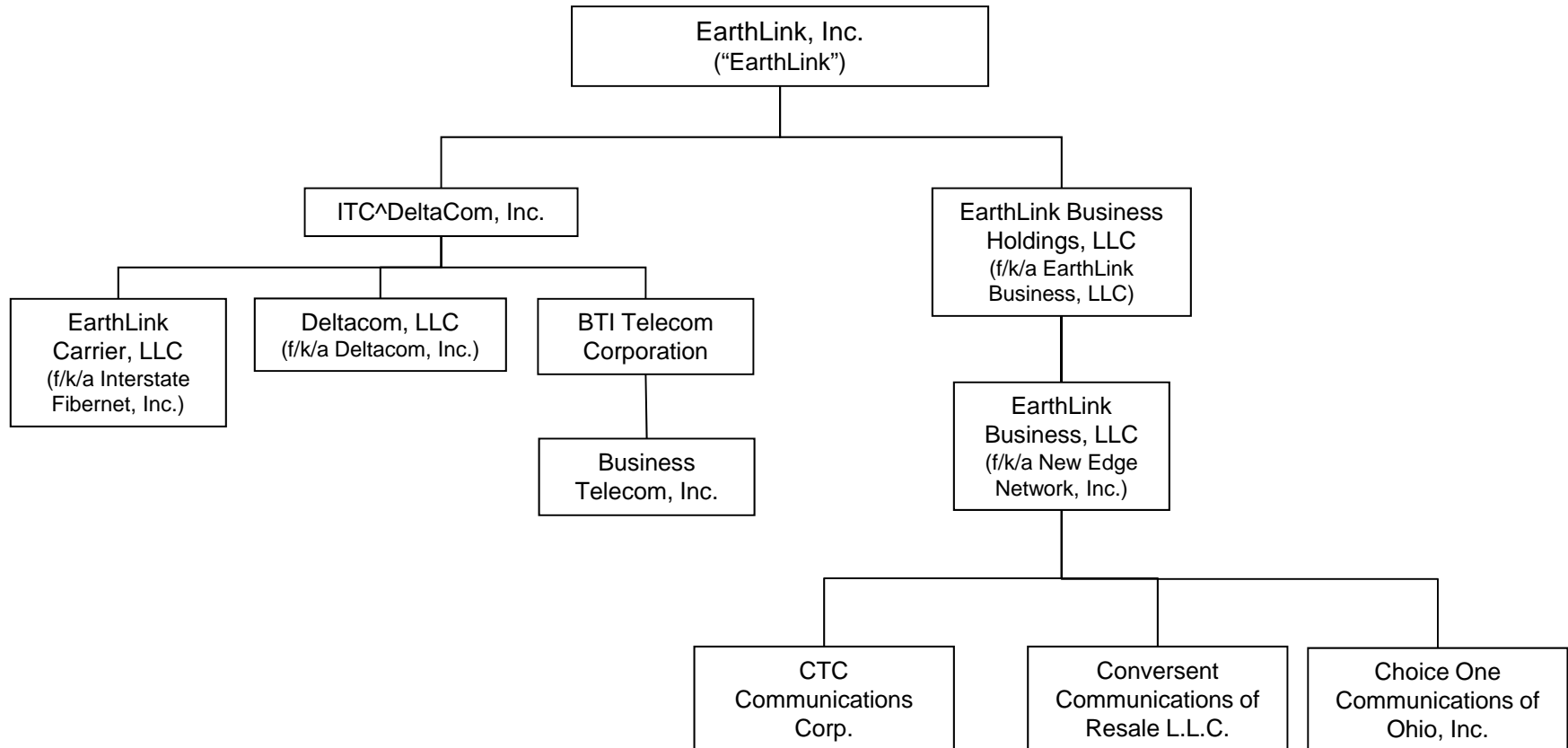
\* The entities listed herein only include the OH Certificate Entities and their parent companies.



## EXHIBIT C-3

### Proposed Corporate Organization of the OH Certificated Entities

\* The entities listed herein only include the OH Certificate Entities and their parent companies.



**EXHIBIT C-4**

**DeltaCom Conversion and Name Change Documents and  
Authority to Transact Business in Ohio 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  
ha  
Capitol, in the city of Montgomery, on this day.

10/08/2012

Date

*Beth Chapman*

Beth Chapman

Secretary of State

Alabama  
Sec. Of State

Entity Change D/C  
086-697 8/29/2012  
Date 17:00  
Time 5 Pg  
121005

File \$25.00  
Ackn \$1.00  
Exp \$100.00  
Total \$125.00  
05/001

**CERTIFICATE OF FORMATION  
AND STATEMENT OF CONVERSION  
OF  
DELTACOM, LLC**

Marshall County, Alabama  
2012 August -29 12:11PM  
Inst Book Page Pages  
3087862 6148 66 3  
ARTICLES OF ORGANIZ  
ARTICLES 50.00 INDEX FEE 1.00  
PROBATE F 5.00  
Total Fees 56.00  
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, forming a limited liability company under the Alabama Limited Liability Company Law (the "Act"), the undersigned does hereby sign and adopt this Certificate of Formation.

**ARTICLE I  
NAME**

The name of the limited liability company (the "Company") is: DeltaCom, LLC and the address of the Company is 1375 Peachtree Street, Atlanta, GA 30309.

**ARTICLE II  
STATEMENT OF CONVERSION**

The Company was converted from an Alabama corporation. The former name of the Company was DeltaCom, Inc. which was formed on April 7, 1982; and the address of DeltaCom, Inc. was 4092 S. Memorial Parkway, Huntsville, AL 35802. Articles of Incorporation of DeltaCom, Inc., as well as Articles of Dissolution filed in connection with the conversion of the Company, are both filed in the office of the Judge of Probate of Marshall County, Alabama. The conversion of the Company from a corporation to a limited liability company was approved pursuant to Section 10-1-8.01 of the Code.

**ARTICLE III  
EFFECTIVE DATE**

The organization of the Company, and the conversion of the DeltaCom, Inc. into the Company is to be effective as of 4:00 p.m. on August 29, 2012.

**ARTICLE IV  
PERIOD OF DURATION**

The period of duration of the Company shall be perpetual.

**ARTICLE V  
PURPOSE**

The purposes, objects and powers of the Company are to engage in any lawful business for which limited liability companies may be organized in Alabama under the Act. Without limiting the scope and generality of the foregoing, the purposes, objects and powers of the Company shall include operating as a resale common carrier.

**ARTICLE VI  
REGISTERED OFFICE AND AGENT**

The street address and mailing address of the initial registered office of the Company is 150 S. Perry Street, Montgomery, AL 36104. The initial registered agent at such address is National Registered Agents Inc.



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				

## ARTICLE VII INITIAL MEMBER

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

InterState FiberNet, Inc.  
1375 Peachtree 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 transferee 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, transfers of interest, dissolution, accounting and records, the tax matters partner and indemnification.

[Signature Page to Follow]

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  
086-697 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 12:09PM  
Inst Book Page Pages  
3087861 5148 64 2  
**ARTICLES OF DISSOLUTION**  
DISSOLUTION 50.00 INDEX FEE 1.00  
PROBATE F 5.00  
Total Fees 56.00  
Tim 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]

20081438v1

Alabama  
Sec. Of State  
Entity Change  
086-697 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

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

20061438v1

Alabama  
Sec. Of State

Entity Change  
086-697 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

\*201231800010\*

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
11/13/2012	201231800010	Conversion Within SOS Records (CVS)	125.00	100.00	.00	.00	.00

**Receipt**

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

UNISEARCH, INC.  
4694 CEMETERY RD  
PMB 217  
HILLIARD, OH 43026

**STATE OF OHIO  
CERTIFICATE**

**Ohio Secretary of State, Jon Husted**

**804294**

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

**DELTACOM, LLC**

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

Document(s)

**Conversion Within SOS Records**

CHANGE BUSINESS TYPE FOR. PROFIT LIM. LIAB. CO.

Document No(s):

**201231800010**



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 9th day of November, A.D. 2012.

A handwritten signature in dark ink that reads "Jon Husted".

Ohio Secretary of State

\*201231800011\*

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
11/13/2012	201231800011	Miscellaneous Filing (MIS)	25.00	100.00	.00	.00	.00

**Receipt**

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

UNISEARCH, INC.  
4694 CEMETERY RD  
PMB 217  
HILLIARD, OH 43026

**STATE OF OHIO  
CERTIFICATE**

**Ohio Secretary of State, Jon Husted**

**2022735**

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

**EARTHLINK BUSINESS**

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

Document(s)

**Miscellaneous Filing**

Document No(s):

**201231800011**



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 9th day of November, A.D. 2012.

A handwritten signature in dark ink that reads "Jon Husted".

Ohio Secretary of State



Form 558 Prescribed by:

**JON HUSTED**  
Ohio Secretary of State

Central Ohio: (614) 466-3910  
Toll Free: (877) SOS-FILE (767-3453)  
[www.OhioSecretaryofState.gov](http://www.OhioSecretaryofState.gov)  
[Busserv@OhioSecretaryofState.gov](mailto:Busserv@OhioSecretaryofState.gov)

Mail this form to one of the following:

Regular Filing (non expedite)  
P.O. Box 1329  
Columbus, OH 43216

*well!*  
Expedite Filing (Two-business day processing  
time requires an additional \$100.00).  
P.O. Box 1390  
Columbus, OH 43216

## Change of Registrant Name

Filing Fee: \$25

(180-RNN)

(CHECK ONLY ONE (1) BOX)

☐ Fictitious Name

☐ Mark of Ownership

☐ Trademark

☒ Trade Name

☐ Service Mark

Name of Current Registrant

Registered Name or Description of Mark

Registration No. of Name or Mark

Change of Registrant has occurred by or through a:

☐ Certificate of Merger

☐ Certificate of Consolidation

☒ Certificate of Conversion

☐ Statement of Qualification

☐ Change of registrant's name through a Certificate of Merger

☐ Change of registrant's name through a Certificate of Amendment, Restatement, Correction, or Cancellation.

☐ Change of registrant's name in foreign entity's jurisdiction of formation (this applies to a foreign entity **not** on the records in Ohio)

☐ Change of registrant's name through a legal name change

**Provide new information**

DeltaCom, LLC

Name

Charter/License/Registration Number (If registrant is a business entity registered in Ohio)

1375 Peachtree Street, NE

Mailing Address

Atlanta

City

GA

State


30309

Zip Code

**By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.**

**Required**

Document must be signed by the registrant relinquishing the name.

  
Signature

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

By (if applicable)

Samuel R. DeSimone, Jr., EVP, General Counsel and Secretary  
Print Name

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

Signature

By (if applicable)

Print Name



**ATTACHMENT A**

**Certificate of Good Standing**

**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 DELTACOM, LLC, an Alabama For Profit Limited Liability Company, Registration Number 804294, filed on September 23, 1991, is currently in FULL FORCE AND EFFECT upon the records of this office.*



*Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio  
this 19th day of November, A.D. 2012*

A handwritten signature in dark ink that reads "Jon Husted". The signature is written in a cursive style with a large, looping "J" and a clear "Husted".

Ohio Secretary of State

Validation Number: V2012323N84BB0

## **ATTACHMENT B**

### **List of Officers and Directors**

#### **Officers**

Rolla P. Huff	Chief Executive Officer
Joseph M. Wetzel	President and Chief Operating Officer
Bradley A. Ferguson	Executive Vice President, Chief Financial Officer
James P. O'Brien	Executive Vice President, Network Services and Customer Operations
Kevin F. Brand	Executive Vice President, Consumer Products and Support
Samuel R. DeSimone, Jr.	Executive Vice President, General Counsel and Secretary
Stacie S. Hagan	Executive Vice President, Chief People Officer
Mae Squier	President, Business Sales and Solutions
Brian P. Fink	Chief Technology Officer
Robert L. Scott	Chief Information Officer
Christopher Murray	Senior Vice President, Public Policy
Mark Droege	Senior Vice President, Treasurer
Richard Michael Thurston	Controller
Mike Harry	Senior Vice President
Don Hellwege	Vice President, Assistant General Counsel and Assistant Secretary
Geraldine Williams	Vice President and Assistant Treasurer
Clay Robinson	Vice President, Tax and Assistant Treasurer
Alva (Trey) Huffman	Vice President, Finance
Tom Thomas	Vice President and Assistant Secretary
Pamela Hintz	Vice President, Regulatory Compliance
Elizabeth Cunningham	Assistant Treasurer
Adam Michael	Associate General Counsel and Assistant Secretary
Tiffani Abbott	Senior Counsel and Assistant Secretary
Paula Foley	Assistant Secretary
Mark Butterfield	Assistant Secretary
Justin Martorana	Assistant Secretary

#### **Sole Member**

As a limited liability company Applicant does not have directors, but has a member, EarthLink Carrier, LLC. Upon completion of the *pro forma* intra-company changes, however, Applicant's sole member will be ITC^DeltaCom, Inc.

## **VERIFICATION**

## VERIFICATION

COMMONWEALTH OF MASSACHUSETTS

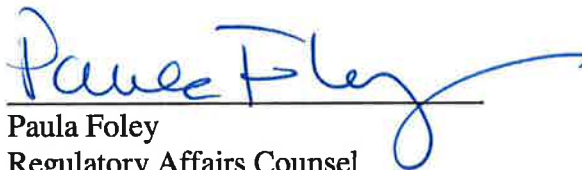
§

COUNTY OF MIDDLESEX

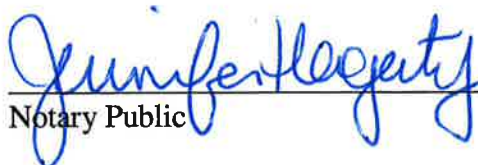
§

§

I, Paula Foley, state that I am Regulatory Affairs Counsel of EarthLink, Inc. and its subsidiaries in the foregoing filing (collectively, the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that matters set forth in the filing are true and correct to the best of my knowledge, information, and belief.

  
Paula Foley  
Regulatory Affairs Counsel  
EarthLink, Inc.

SWORN TO AND SUBSCRIBED before me on the 20 day of September, 2012.

  
Notary Public

My commission expires: 12/7/18

**This foregoing document was electronically filed with the Public Utilities**

**Commission of Ohio Docketing Information System on**

**11/19/2012 6:29:18 PM**

**in**

**Case No(s). 12-3034-TP-CIO**

Summary: Application Application of DeltaCom, LLC d/b/a EarthLink Business to Complete Pro Forma Intra-Company Changes electronically filed by Mr. Brett P Ferencak on behalf of DeltaCom, LLC d/b/a EarthLink Business