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December 21, 2010

**Via Electronic Filing**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
International Bureau Applications  
P.O. Box 979093  
St. Louis, MO 63197-9700

**Re: In the Matter of the Joint Application of One Communications Corp.,  
Transferor, and EarthLink, Inc., Transferee, for Grant of Authority  
Pursuant to Section 214 of the Communications Act of 1934, as amended,  
and Sections 63.04 and 63.24 of the Commission's Rules to Complete a  
Transfer of Indirect Control of the ONE Licensees to EarthLink, Inc.**

Dear Ms. Dortch:

On behalf of One Communications Corp. and EarthLink, Inc. enclosed for filing is an Application for Grant of Authority to Complete a Transfer of Indirect Control of the ONE Licensees (as defined in the Application) to EarthLink. Pursuant to Section 63.04(b) of the Commission's rules, Applicants submit this filing as a combined domestic section 214 assignment application and international section 214 assignment application ("Combined Application").

This filing and the applicable credit card payment in the amount of \$1,015.00, which satisfies the filing fee required for this Combined Application under line 2.b of Section 1.1105 of the Commission's Rules, are being submitted electronically through the MyIBFS. Applicants are simultaneously filing the Application with the Wireline Competition Bureau, in accordance with the Commission's rules.

Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



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Brett P. Ferenchak

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**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of the Joint Application of	)	
	)	
<b>One Communications Corp.,</b>	)	WC Docket No. 10-_____
Transferor,	)	
	)	IB File No. ITC-T/C-2010_____
and	)	
	)	
<b>EarthLink, Inc.,</b>	)	
Transferee,	)	
	)	
For Grant of Authority Pursuant to	)	
Section 214 of the Communications Act of 1934,	)	
as amended, and Sections 63.04 and 63.24 of the	)	
Commission's Rules to Complete a Transfer of	)	
Indirect Control of the ONE Licensees	)	
to EarthLink, Inc.	)	
	)	

**JOINT APPLICATION**

One Communications Corp. (“ONE” or “Transferee”) and EarthLink, Inc. (“EarthLink” or “Transferor”), pursuant to Section 214 of the Communications Act, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.04 & 63.24, respectfully request Commission approval or such authority as may be necessary or required for the transfer of indirect control of the subsidiaries of Transferor listed on Exhibit A (collectively, the “ONE Licensees”) (Transferee, Transferor and the ONE Licensees collectively, the “Applicants”) to EarthLink. Although the proposed transaction will result in a change in the ultimate ownership of the ONE Licensees, no transfer of authorizations, assets or customers will occur as an immediate consequence of the proposed transaction. The ONE Licensees will continue to provide service to their existing customers pursuant to their authorizations under the

same rates, terms and conditions. Accordingly, this transaction will have no immediate effect on the rates, terms and conditions of service of the customers of the ONE Licensees.

In support of this Application, Applicants state as follows:

**I. REQUEST FOR STREAMLINED PROCESSING**

As described in more detail below, Applicants request expedited processing of this Application. Specifically, Applicants request that the Commission issue public notices as soon as possible establishing streamlined pleading cycles for the Domestic and International Section 214 Applications.

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12. The transaction involves two competitive telecommunications providers that have no foreign carrier affiliations. Further and to the best of EarthLink's knowledge, no foreign persons or entities own or control ten percent (10%) or more of the equity of Transferee. Moreover, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, (a) the Transferee (including its affiliates, as that term is defined in Section 3(1) of the Act) will have a market share in the interstate, interexchange market of less than 10 percent (10%); (b) the Transferee (and its affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (c) none of the Applicants (or their affiliates) are dominant with respect to any service.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, none of the exclusionary criteria set forth in Section 63.12(c) apply as described

more fully in Section V below. Accordingly, this Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's Rules.

## **II. DESCRIPTION OF THE APPLICANTS**

### **A. EarthLink, Inc. and the EarthLink Licensees**

EarthLink is a publicly traded Delaware corporation (NASDAQ: ELNK). EarthLink is a provider of Internet Protocol (IP) and telecommunications infrastructure and services to businesses, enterprise organizations and individual customers across the United States. EarthLink's Consumer Services segment is an Internet service provider, providing nationwide Internet access and related value-added services to individual and small business customers. EarthLink's consumer service offerings are narrowband and broadband (high speed) Internet access, search, advertising and VoIP services. EarthLink provides its portfolio of services to approximately 1.5 million customers through a nationwide network of dial-up points of presence and a nationwide broadband footprint. EarthLink's Business Services segment provides integrated voice, mobile and data services and related value-added services to businesses and communications carriers. EarthLink operates its Business Services segment through its regulated operating companies as described below. Additional information regarding EarthLink, including its most recent SEC Form 10-Q, as filed with the Securities and Exchange Commission, is available at <http://www.earthlink.net/about/investor/>. A pre-transaction corporate structure chart for EarthLink is provided as part of Exhibit B.

EarthLink's regulated operating subsidiaries include New Edge Network, Inc. ("New Edge"), DeltaCom, Inc. ("Deltacom"), Interstate FiberNet, Inc. ("IFN"), Business Telecom, Inc. ("BTI") and Business Telecom of Virginia, Inc. (collectively, the "EarthLink Licensees"). Through the EarthLink Licensees, EarthLink provides traditional and Internet Protocol voice and data services in all 50 states plus the District of Columbia. Except for Business Telecom of

Virginia, Inc., the EarthLink Licensees each hold blanket a domestic Section 214 authorization and hold the international Section 214 authorizations as described below.

**B. One Communications Corp. and the ONE Licensees**

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

Each of the ONE Licensees holds a blanket domestic Section 214 authorization. The ONE Licensees operate under the International 214 authorization of ONE (IB File No. ITC-214-20040708-00260) and provide international service purely on a resale basis. All of the ONE subsidiaries offer service under the name "One Communications."

**II. DESCRIPTION OF THE TRANSACTION (Response to Question 13)**

Pursuant to the Agreement and Plan of Merger, dated as of December 20, 2010, by and among EarthLink, Egypt Acquisition Corp. ("MergerCo") (an indirect, wholly-owned subsidiary of EarthLink created for purposes of the transaction),<sup>1</sup> ONE and the Stockholder Representative

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<sup>1</sup> MergerCo is a wholly-owned direct subsidiary of EarthLink Business Holding Corp., itself a wholly-owned direct subsidiary of EarthLink.

(the “Agreement”), MergerCo will merge with and into ONE, with ONE continuing as the surviving entity (the “Merger”). As a result of the Merger, the ONE Licensees will become wholly owned indirect subsidiaries of EarthLink. Thus, EarthLink will become the new ultimate parent company of ONE and the ONE Licensees. Diagrams depicting the Merger and the pre- and post-transaction corporate structures of the companies are appended hereto as Exhibit B.

The current customers of the ONE Licensees will remain customers of those entities following the Merger. Accordingly, the Merger will be virtually seamless to customers, who will continue to enjoy the same rates, terms and conditions of service as they do prior to closing. The only change resulting from the Merger will be that ONE and the ONE Licensees will be ultimately owned by EarthLink, a widely-held public corporation.

#### **IV. PUBLIC INTEREST CONSIDERATIONS**

The proposed transaction will serve the public interest by creating one of the largest nationwide competitive communications service providers serving Internet and business customers. The combined company will offer customers a compelling alternative to legacy carriers through the combined footprint of the two companies, a comprehensive suite of Internet and business services, as well as an extensive switching and fiber network.

The complementary strengths, product sets, and geographic footprints of the two companies should position EarthLink to realize cost savings and achieve synergies that are expected to strengthen its ability to enhance service offerings and provide more advanced communications services to a broader customer base. Among the additional synergies and benefits that are expected include the following: the transaction will provide both companies with significant new customer relationships and create opportunities for both companies to offer additional products and services to each other’s customers; both companies will be afforded greater capabilities to market and offer solutions to businesses and to differentiate themselves

significantly in the marketplace; and the merged company will be able to bring new services and products to the marketplace more quickly than either could do separately. Moreover, the strategic combination will bring together two companies that share a commitment to building and maintaining solid relationships with their customers. Applicants believe that success is built by providing excellent service to every customer.

Although EarthLink's acquisition of ONE will result in a change in the ultimate ownership and control of the ONE Licensees, no transfer of Section 214 authorization, assets, or customers will occur as a result of the transfer of control. Immediately following consummation of the merger, the ONE Licensees will continue to provide service to their customers pursuant to their existing authorizations, with no change in the rates or terms and conditions of service as currently provided. The transfer of control will be transparent to customers of the ONE Licensees in terms of the services they currently receive, and any changes that may occur in the future as to any of the ONE Licensees' names or services will be made in accordance with the Commission's rules and procedures.

In sum, the combination of EarthLink and ONE is expected to create substantial opportunities for customers of both companies and provide shareholders with significant value, which will ultimately enhance the quality and variety of telecommunications products and services offered. Grant of this Application will therefore serve the public interest.

**V. INFORMATION REQUIRED BY SECTION 63.24(e)**

Pursuant to Section 63.24(e)(3) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

**(a) Name, address and telephone number of each Applicant:**

Transferor:

**One Communications Corp.**  
5 Wall Street  
Burlington, MA 01803  
Tel. 781-362-5700

FRN: 0015337702

Licensees:

The ONE Licensees listed in Exhibit A have the same address and telephone number as ONE.

Transferee:

**EarthLink, Inc.**  
1375 Peachtree Street  
Atlanta, Georgia 30309  
Tel: 404-815-0770

FRN: 0004971990

**(b) Jurisdiction of Organizations:**

Transferor: ONE is a Delaware corporation.

Licensees: Please see Exhibit A for the jurisdiction of each of the ONE Licensees.

Transferee: EarthLink is a Delaware corporation.



(c) **(Answer to Question 10)** Correspondence concerning this Application should be sent to:

For Transferee:

Jean L. Kiddoo  
Brett P. Ferenchak  
Bingham McCutchen LLP  
2020 K Street, N.W., Suite 1100  
Washington, DC 20006-1806  
202-373-6000 (tel)  
202-373-6001 (fax)  
jean.kiddoo@bingham.com  
brett.ferenchak@bingham.com

with a copy to:

D. Anthony Mastando  
EarthLink, Inc.  
7037 Old Madison Pike  
Suite 400  
Huntsville, AL 35806  
256-382-3856 (tel)  
256-382-3936 (fax)  
Tony.Mastando@corp.earthlink.com

For Transferor and the ONE Licensees:

Brad E. Mutschelknaus  
Joan M. Griffin  
Kelley Drye & Warren LLP  
3050 K Street NW, Suite 400  
Washington, DC 20007  
202-342-8400 (tel)  
202-342-8451 (fax)  
bmutschelknaus@kelleydrye.com  
JGriffin@KelleyDrye.com

with a copy to:

Ray Ostroski  
Executive Vice President, Legal and Compliance  
One Communications Corp.  
5 Wall Street  
Burlington, MA 01803  
781-522-8773 (tel)  
rostroski@onecommunications.com

**(d) Section 214 Authorizations**

Transferor: ONE holds an international Section 214 authorization to provide global facilities-based and global resale services, as granted in IB File No. ITC-214-2004-0708-00260, but does not directly provide any telecommunications services. ONE does not hold blanket domestic Section 214 authorization.

Licensees: Each ONE Licensee holds blanket domestic Section 214 authority pursuant to 47 C.F.R. §63.01. Each ONE Licensee operates under the international Section 214 authorization of ONE<sup>2</sup> and does not hold an international Section 214 authorization individually.

Transferee: EarthLink does not hold any domestic or international Section 214 authority, but controls the EarthLink Licensees, which hold such authorizations. Except for Business Telecom of Virginia, Inc., each EarthLink Licensee holds domestic Section 214 Authority. The following EarthLink Licensees hold the following international Section 214 authorizations:

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<sup>2</sup> See Report No. TEL-01075, DA 06-2020 (released Oct. 12, 2006).

New Edge holds an international Section 214 authorization to provide global or limited global facilities-based and resale services, as granted in IB File No. ITC-214-20020514-00229.

Deltacom holds an international Section 214 authorization granted in IB File No. ITC-214-19940705-00204 (Old File No. ITC-94-385).

BTI holds international Section 214 authorizations to (i) provide certain satellite services, as granted in IB File No. ITC-214-19950630-00042 (Old File No. ITC-95-404), (ii) resell the switched message telephone service of existing carriers to provide international switched voice service between the United States and various overseas points, as granted in ITC-214-19950515-00043 (Old File No. ITC-95-402) and (iii) resell international private lines interconnected to the public switched network at one or both ends to provide international switched services between the United States and Canada and the United States and the United Kingdom, as granted in ITC-214-19980422-00005 (Old File No. ITC-88-120).

IFN holds an international Section 214 authorization granted in FCC File No. ITC-214-19930727-00132 (Old File No. ITC-93-27).

(h) *(Answer to Questions 11 & 12)* The following entities hold, directly or indirectly a ten percent (10%) or greater interest<sup>3</sup> in Applicants as calculated pursuant to the Commission ownership attribution rules for wireline and international telecommunications carriers:<sup>4</sup>

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<sup>3</sup> Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

<sup>4</sup> While the Commission's rules for combined domestic and international applications require this information only for the assignee/transferee, *see* 47 C.F.R. §§ 63.04(b), 63.24(3)(2), Applicants are providing ownership information for both parties.

### Pre-and Post-Transaction Direct Ownership of ONE Licensees:

Each ONE Licensee is a wholly owned, direct or indirect, subsidiary of ONE. Please see the pre-transaction corporate structure chart for ONE and the ONE Licensees, provided as part of Exhibit B, for the ownership structure of the ONE Licensees. Each ONE Licensee and each intermediary holding company between ONE and a ONE Licensee is a U.S. entity and has a principal business address of 5 Wall Street, Burlington, MA 01803. The principal business of the ONE Licensees is telecommunications.

### Pre-Transaction Direct Ownership of ONE

The following entities hold a ten percent (10%) or greater direct or indirect equity ownership in **One Communications Corp.**:

At present, there are three entities that hold a 10 percent or greater ownership interest in ONE: Columbia Ventures Broadband LLC (“CVC Broadband”), Quantum Partners LDC (“Quantum”), and Varde Investment Partners LP (“Varde”).

CVC Broadband holds a 48.8 percent ownership interest in One and has de facto control of ONE. CVC Broadband, a Washington state limited liability company, is a holding company and a wholly-owned subsidiary of Columbia Ventures Corporation (“CVC”). CVC, a Washington state corporation, owns and operates a portfolio of telecommunications companies and a small number of manufacturing businesses around the world. Neither CVC nor CVC Broadband provide telecommunications services. Kenneth D. Peterson, Jr., a U.S. citizen, holds 100 percent of the ownership interest in CVC.

At present, Quantum holds a 13 percent ownership interest in ONE. Quantum is a Cayman Islands limited duration corporation whose principal business is investment. Quantum is ultimately controlled by George Soros, a U.S. citizen who is chairman of Soros Fund Management LLC (“SFM”), a Delaware limited liability company. By virtue of a management agreement between SFM and Quantum, Mr. Soros exercises voting and dispositive power over the shares of ONE held by Quantum.

Varde currently holds a 10 percent ownership interest in ONE. Varde is a limited partnership that was formed under the laws of Delaware and whose principal business is investment. Varde is ultimately controlled by George G. Hicks, Marcia L. Page, and Gregory S. McMillan.

Except as set forth above, to ONE’s knowledge, no other person or entity owns or controls a ten percent (10%) or more direct or indirect interest in ONE or the ONE Licensees prior to the consummation of the Merger.

Post-Transaction Direct Ownership of ONE:

Upon consummation of the transaction, the following entity will hold a ten percent (10%) or greater direct or indirect equity ownership in One Communications Corp.:

Name:	EarthLink Business Holding Corp. (“E-Business”)
Address:	1375 Peachtree Street Atlanta, GA 30309
Citizenship:	U.S.
Principal Business:	Telecommunications
% Interest:	100% (directly in ONE)
Name:	EarthLink, Inc.
Address:	1375 Peachtree Street Atlanta, GA 30309
Citizenship:	U.S.
Principal Business:	Telecommunications
% Interest:	100% (indirectly in ONE as 100% owner of E-Business)

Pre-and Post-Transaction Direct Ownership of EarthLink, Inc.

As a publicly held corporation, the percentage of EarthLink’s shares held by an entity at any given time may fluctuate. To the best of EarthLink’s knowledge, no other person or entity directly or indirectly owns or controls a ten percent (10%) or more interest in EarthLink. To the best of EarthLink’s knowledge and based upon information available at this time, upon consummation of the merger no person or entity will directly or indirectly hold a ten percent (10%) or greater equity interest in EarthLink.

Currently, EarthLink has no interlocking directorates with a foreign carrier. Upon consummation of the merger, EarthLink will have no interlocking directorates with a foreign carrier.

(i) **(Answer to Question 14)** The Transferee certifies that following consummation of the Merger, (i) it will not be a foreign carrier within the meaning of 63.09(d) of the Commission’s Rules, 47 C.F.R. §63.09(d); and (ii) it will not be affiliated, within the meaning of the Commission’s Rules, with a foreign carrier.

(j) **(Answer to Question 15)** The Transferee certifies that it does not seek to provide international services to any destination country for which any of the statements set forth in Section 63.18(j)(1) through (4) is true.

(k) Not applicable.

(l) Not applicable.

(m) Not applicable.

(n) EarthLink certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Transferor certifies that neither Transferor nor any of its operating subsidiaries are subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

Transferee certifies that neither Transferee nor any of its operating subsidiaries are subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

(p) With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12 of the Commission's Rules, 47, C.F.R. § 63.12, because (1) EarthLink is not affiliated with a foreign carrier on any route for which authority is sought; (2) EarthLink is not affiliated with any dominant U.S. carrier whose international switched or private line services it seeks to resell; and (3) EarthLink is not requesting authority to provide switched service over private lines to countries not previously authorized for service by the Commission.

## **VI. INFORMATION REQUIRED BY SECTION 63.04**

Pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority

in order to address the requirements set forth in Section 63.04(a)(6)-(12) of the Commission's Rules:

(a)(6) A description of the proposed Transaction is set forth in **Section II** above.

(a)(7) (i) ONE does not provide domestic telecommunications services. However, ONE controls the ONE Licensees which provide such services.

(ii) One or more of the ONE Licensees provides or is otherwise registered or authorized to provide telecommunications in every state except Alaska, Hawaii, and Nebraska. Please see Exhibit C for a list of the states where each ONE Licensee is authorized to provide telecommunications services.

(iii) EarthLink does not provide domestic telecommunications services. However, EarthLink controls the EarthLink Licensees which provide such services.

(iv) New Edge provides telecommunications service in all states except Hawaii and Idaho and the District of Columbia.

Deltacom and BTI provide interexchange telecommunications services in 50 states and the District of Columbia, pursuant to certification, registration or tariff requirements, or on a deregulated basis. In Virginia, BTI provides intrastate service through its subsidiary Business Telecom of Virginia, Inc.

IFN is a provider of wholesale fiber optic transmission services. IFN provides such service in the following states: Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, New York, South Carolina, and Texas.

(a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, (a) the Transferee (including

its affiliates, as that term is defined in Section 3(1) of the Act) will have a market share in the interstate, interexchange market of less than ten percent (10%); (b) the Transferee (and its affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (c) none of the Applicants (or their affiliates) are dominant with respect to any service.

**(a)(9)** None.

**(a)(10)** While no party is requesting special consideration because it is facing imminent business failure, Applicants need to complete the transaction as soon as possible to minimize the uncertainty to customers and employees of ONE that would be harmful to its business and to competition. For these reasons, Applicants request that the Commission issue its public notices as promptly as possible and establishing a streamlined pleading cycle.

**(a)(11)** Not applicable.

**(a)(12)** Consummation of the Merger will serve the public interest for the reasons detailed in Section IV of this Application.

**VII. CONCLUSION**

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the transfer of indirect control of the ONE Licensees from ONE to EarthLink.

Respectfully submitted,



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Counsel for the Transferor and ONE Licensees

Counsel for Transferee

Dated: December 21, 2010



**EXHIBIT A**

**ONE Licensees**

<b>Name of ONE Licensee</b>	<b>FRN</b>	<b>Juris. of Organization</b>	<b>Domestic Sec. 214 Authority?</b>	<b>Int'l Sec. 214 Authority?</b>
Choice One Communications, Inc.	0006292239	DE	Yes	Yes*
Choice One Communications of Connecticut Inc.	0004328464	DE	Yes	Yes*
Choice One Communications of New York Inc.	0004328506	DE	Yes	Yes*
Choice One Communications of Maine Inc.	0008190662	ME	Yes	Yes*
Choice One Communications of Massachusetts Inc.	0004328480	DE	Yes	Yes*
Choice One Communications of Ohio Inc.	0004328530	DE	Yes	Yes*
Choice One Communications of Pennsylvania Inc.	0004328555	DE	Yes	Yes*
Choice One Communications of Rhode Island Inc.	0004328563	DE	Yes	Yes*
Choice One of New Hampshire Inc.	0004328498	DE	Yes	Yes*
US Xchange of Illinois, L.L.C.	0004328605	DE	Yes	Yes*
US Xchange of Indiana, L.L.C.	0004328597	DE	Yes	Yes*
US Xchange of Michigan, L.L.C.	0004328589	DE	Yes	Yes*
US Xchange of Wisconsin, L.L.C.	0004328613	DE	Yes	Yes*
CTC Communications Corp.	0005013669	MA	Yes	Yes*
CTC Communications of Virginia, Inc.	0005013685	VA	Yes	Yes*
Lightship Telecom, LLC	0006194187	DE	Yes	Yes*
Connecticut Broadband, LLC f/k/a Partner Communications, LLC	0005078829	CT	Yes	Yes*
Connecticut Telephone and Communications Systems, Inc.	0003753316	CT	Yes	Yes*
Conversent Communications of Connecticut, LLC	0008841959	CT	Yes	Yes*
Conversent Communications of Massachusetts, LLC	0008841876	MA	Yes	Yes*
Conversent Communications of Maine, LLC	0008841900	ME	Yes	Yes*
Conversent Communications of New York, LLC	0008841991	NY	Yes	Yes*
Conversent Communications of New Hampshire, LLC	0008842007	NH	Yes	Yes*
Conversent Communications of New Jersey, LLC	0008841983	NJ	Yes	Yes*
Conversent Communications of Pennsylvania, LLC	0008841934	PA	Yes	Yes*
Conversent Communications of Rhode Island, LLC	0008841975	RI	Yes	Yes*

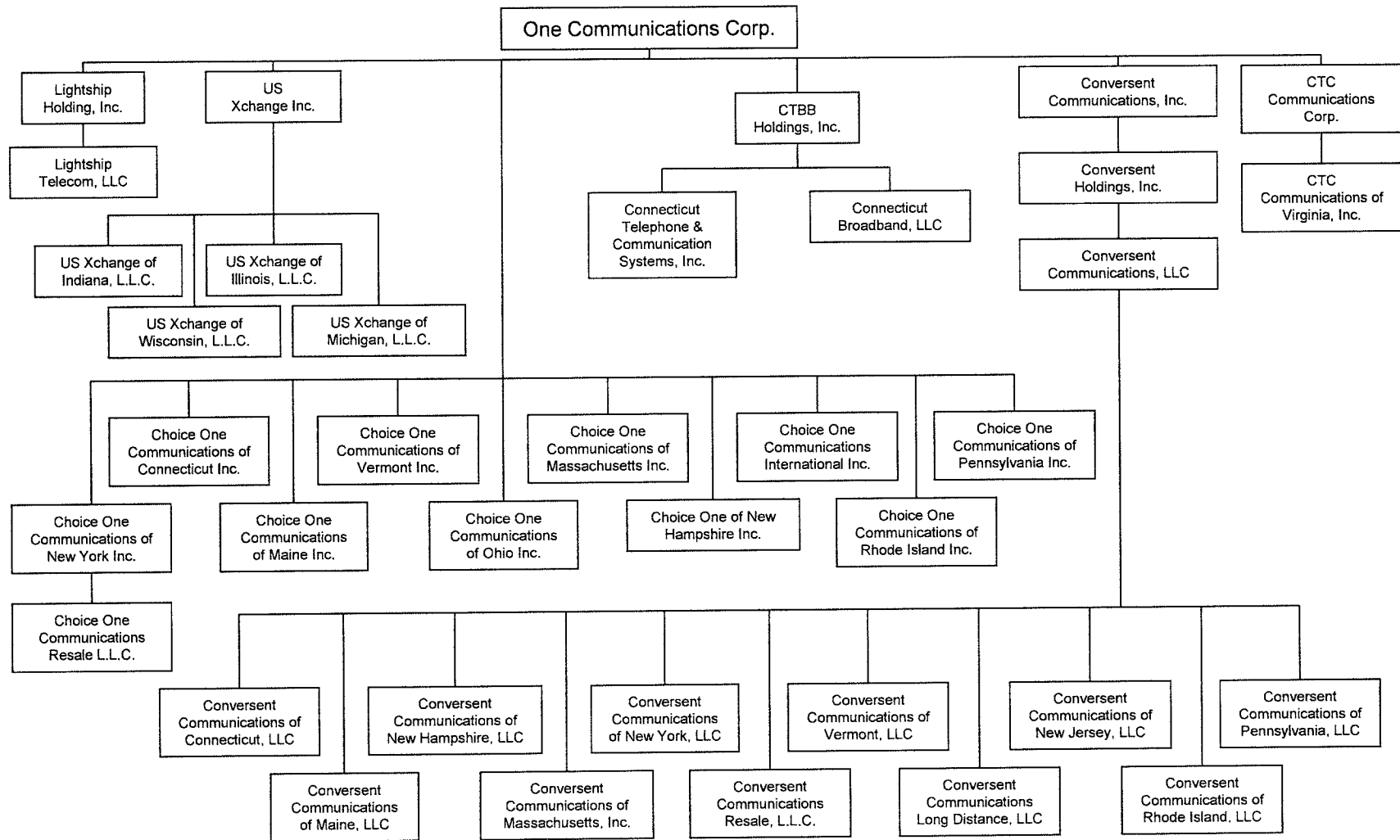
Name of ONE Licensee	FRN	Juris. of Organization	Domestic Sec. 214 Authority?	Int'l Sec. 214 Authority?
Conversent Communications of Vermont, LLC	0008841942	VT	Yes	Yes*

\*/ All of the ONE Licensees operate pursuant to the International Section 214 Authorization held by One Communications Corp. issued in IB File No. ITC-214-20040708-00260

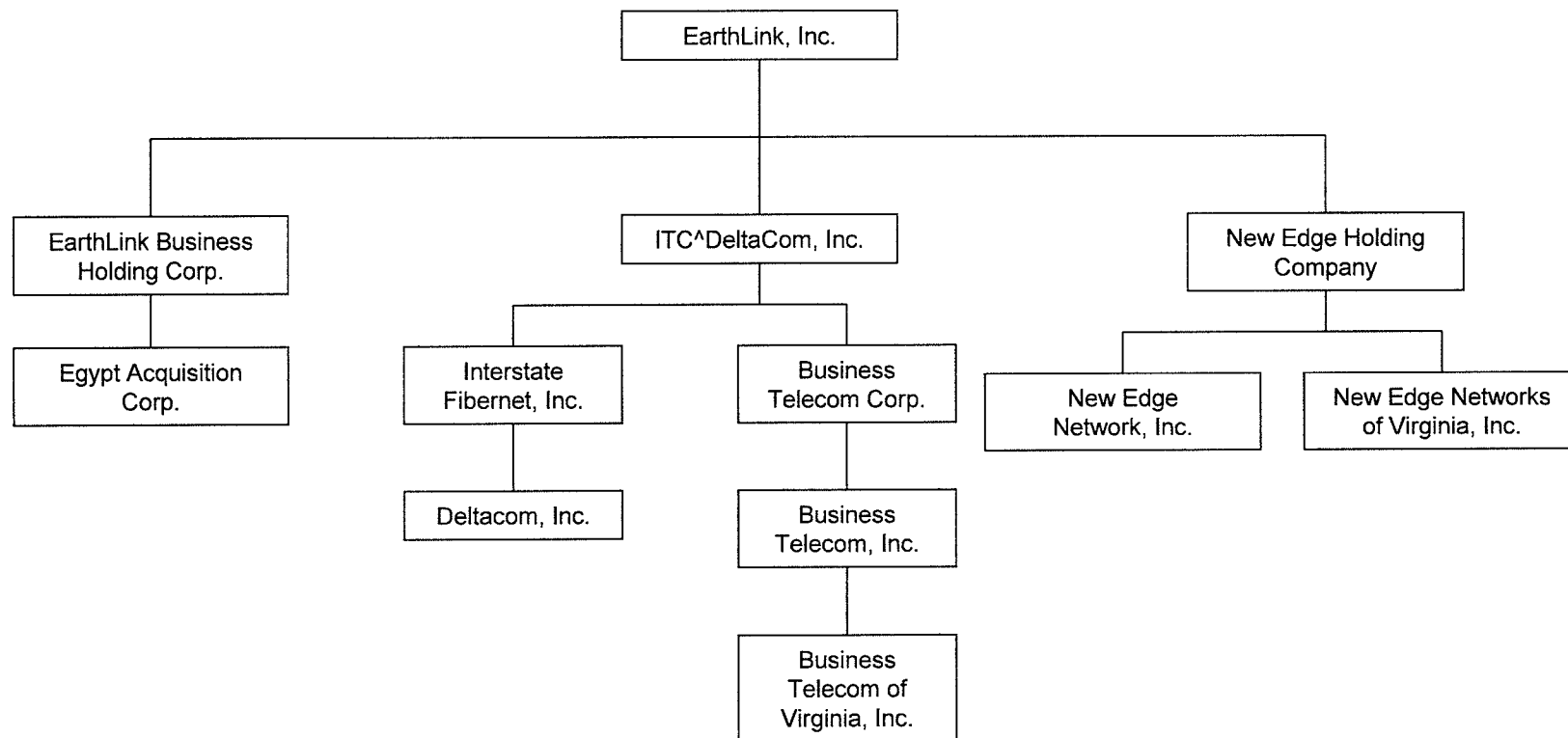
**EXHIBIT B**

**Pre- and Post-Transaction Corporate Structure Charts**

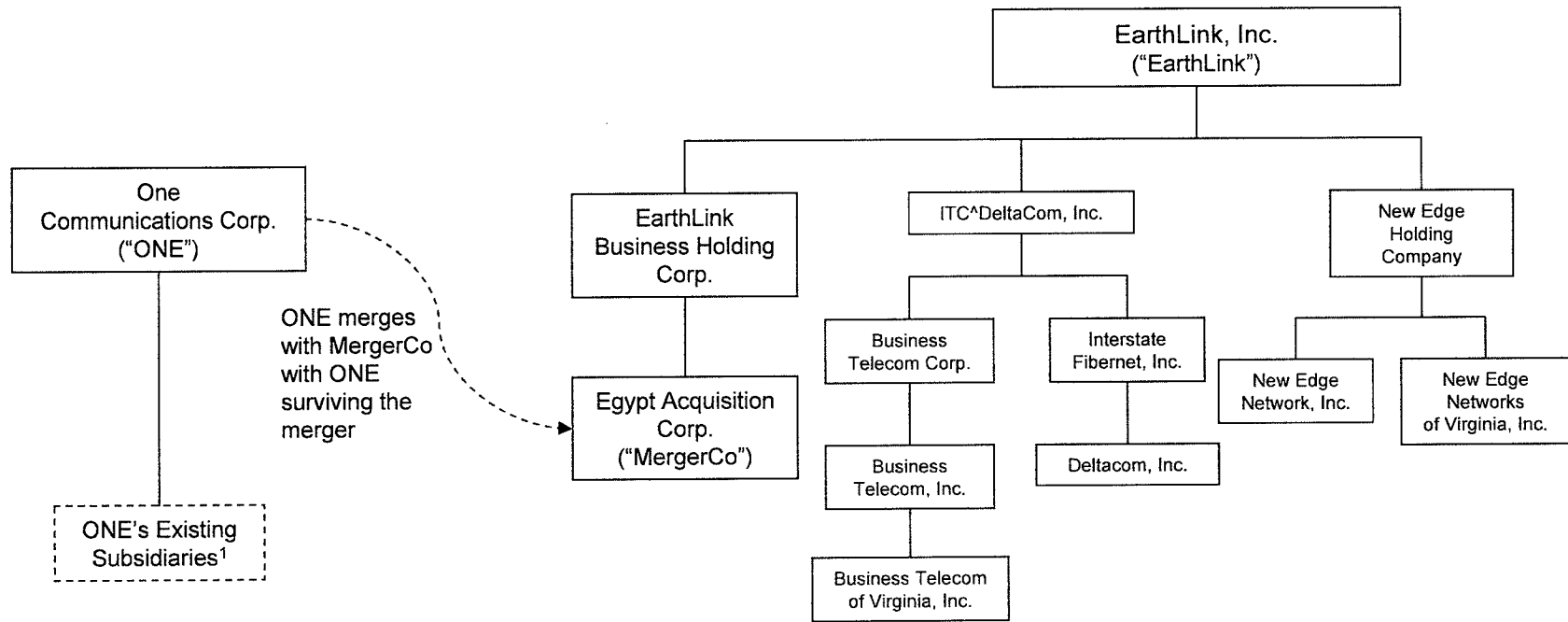
**Pre- and Post-Transaction Corporate Ownership of the Regulated Subsidiaries of One Communications Corp.**



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

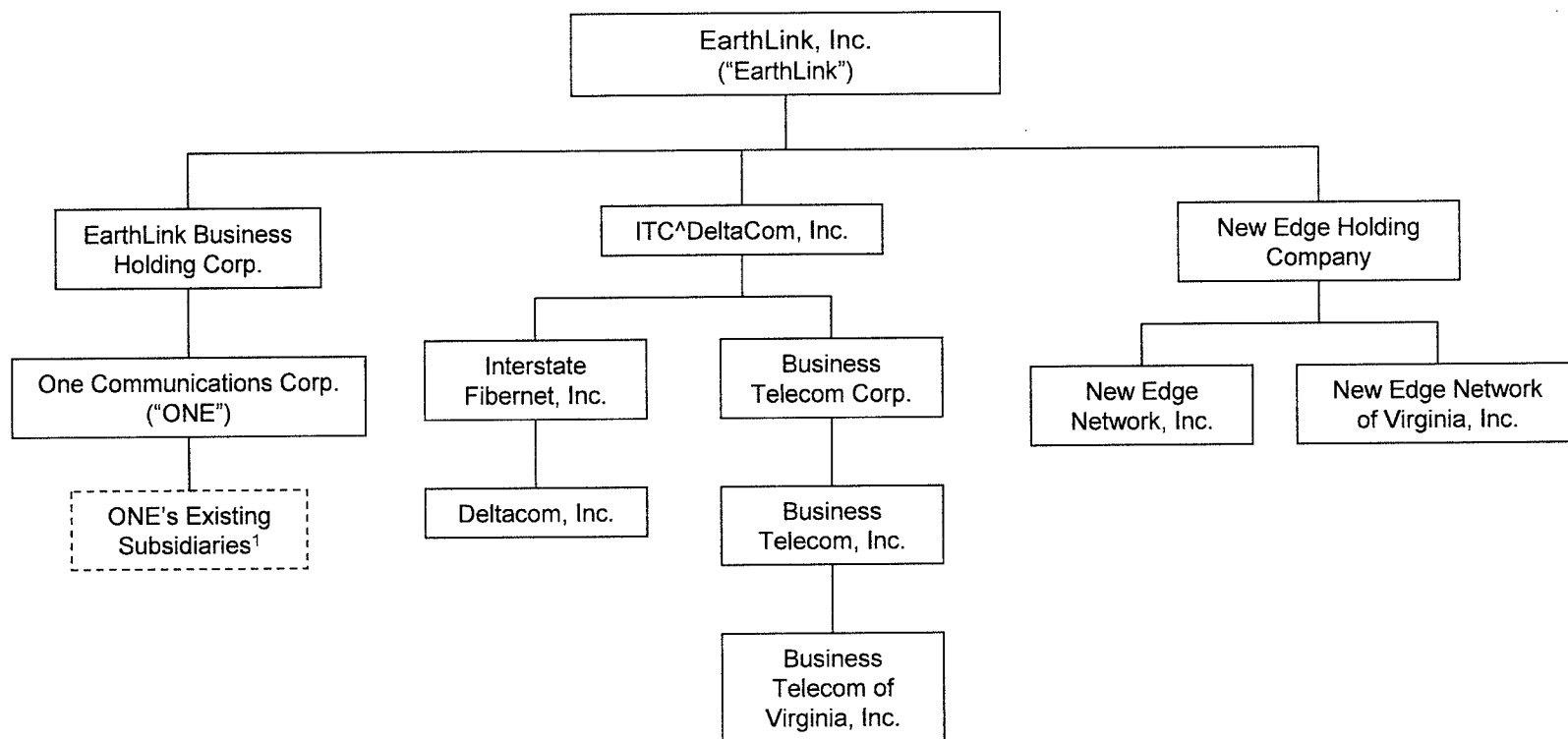


## Illustration of the Merger



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

## Post-Transaction Ownership of the Regulated Subsidiaries of EarthLink



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

**EXHIBIT C**

**States Where ONE Licensees Are Authorized to Provide Service**

<b>ONE Licensee</b>	<b>State(s) Where Authorized to Provide Service</b>
Choice One Communications of Connecticut Inc.	Connecticut
Choice One Communications of Maine Inc.	Maine
Choice One Communications of Massachusetts Inc.	Massachusetts
Choice One Communications of New York Inc.	New York
Choice One Communications of Ohio Inc.	Ohio
Choice One Communications of Pennsylvania Inc.	Pennsylvania
Choice One Communications of Rhode Island Inc.	Rhode Island
Choice One Communications of Vermont Inc.	Vermont
Choice One of New Hampshire Inc.	New Hampshire
Choice One Communications Resale L.L.C.	Delaware and the District of Columbia (authorized to provide intrastate service in these jurisdictions, but does not currently provide any services)
Connecticut Broadband, LLC f/k/a Partner Communications, LLC	Connecticut
Connecticut Telephone and Communications Systems, Inc.	Connecticut
Conversent Communications of Connecticut, LLC	Connecticut
Conversent Communications of Massachusetts, LLC	Massachusetts
Conversent Communications of Maine, LLC	Maine
Conversent Communications of New York, LLC	New York



ONE Licensee	State(s) Where Authorized to Provide Service
Conversent Communications of New Hampshire, LLC	New Hampshire
Conversent Communications of New Jersey, LLC	New Jersey
Conversent Communications of Pennsylvania, LLC	Pennsylvania
Conversent Communications of Rhode Island, LLC	Rhode Island
Conversent Communications of Vermont, LLC	Vermont
Conversent Communications Resale L.L.C.	Delaware, the District of Columbia, Michigan and Wisconsin (authorized to provide intrastate service in these jurisdictions, but does not currently provide any services)
CTC Communications Corp.	The District of Columbia and all states except Alaska, Hawaii, Nebraska and Virginia.
CTC Communications of Virginia, Inc.	Virginia
Lightship Telecom, LLC	Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island and Vermont
US Xchange of Illinois, L.L.C.	Illinois
US Xchange of Indiana, L.L.C.	Indiana
US Xchange of Michigan, L.L.C.	Michigan
US Xchange of Wisconsin, L.L.C.	Wisconsin

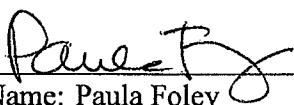
## Verifications

## VERIFICATION

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

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

20th day of December, 2010.

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

## VERIFICATION

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

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



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