

Jean L. Kiddoo
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January 29, 2013

Via IBFS

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Room TW-A325
Washington, DC 20554
Attn: International Bureau

Re: Notification Regarding *Pro Forma* Intra-Corporate Changes Resulting in the *Pro Forma* Transfer of Control or Assignment of Certain International Section 214 Authorizations

Dear Ms. Dortch:

Business Telecom, Inc. (“BTI”) DeltaCom, LLC (“DeltaCom”), EarthLink Business, LLC (“ELink Biz”), EarthLink Carrier, LLC (“ELink Carrier”), One Communications Corp. (“ONE”), Saturn Telecommunications, Inc. (“Saturn”) and STS Telecom, Inc. (“STS”) (collectively, the “Parties”), by undersigned counsel and pursuant to 47 C.F.R. § 63.24(f), notify the Commission of the following *pro forma* intra-company transactions (the “*Pro Forma* Transactions”) that resulted in the transfer of control or assignment of certain of the International Section 214 Authorizations (“Authorization” and each an “Authorization”) of the Parties:

- 1) The *pro forma* transfer of direct control of ELink Biz from New Edge Holdings, LLC (“NEH”) to EarthLink Business Holdings, LLC (“EB Holdings”);¹
- 2) The *pro forma* transfer of direct control of DeltaCom from ELink Carrier to ITC^DeltaCom, Inc. (“ITCD”);²

¹ The *pro forma* transfer of direct control of ELink Biz resulted from the merger of NEH, ELink Biz’s former direct parent, with and into EB Holdings, whereupon the separate existence of NEH ceased and EB Holdings was the surviving entity and new direct parent company of ELink Biz.

² The *pro forma* transfer of direct control of DeltaCom resulted from ELink Carrier distributing its membership interests in DeltaCom to ITCD, ELink Carrier’s parent company, whereupon ITCD became DeltaCom’s direct parent company.

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- 3) The *pro forma* assignment of the Authorization of ONE to BTI;³
- 4) The *pro forma* assignment of the Authorization of Saturn to ELink Carrier;⁴ and
- 5) The *pro forma* assignment of the Authorization of STS to DeltaCom.⁵

The Parties are all indirect subsidiaries of EarthLink, Inc. (“EarthLink”), and the *Pro Forma* Transactions described herein were undertaken to simplify EarthLink’s 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,⁶ the merger of certain of the entities, and the realignment and transfer of certain assets to consolidate services within the appropriate EarthLink business units.

Information Required by Section 63.24(f)(2)

As required by Section 63.24(f)(2), the Parties provide the following information required by 63.18(a) through (d) and (h):

³ The *pro forma* assignment of ONE’s Authorization to ELink Biz resulted from (1) the merger of ONE with and into Elink Biz, whereupon the separate existence of ONE ceased and ELink Biz was the surviving entity and (2) the subsequent assignment by ELink Biz of ONE’s Authorization to BTI. Upon grant of this *pro forma* assignment, BTI will operate under ONE’s Authorization and expects to surrender some or all of BTI’s Authorizations. ELink Biz will continue to operate under ELink Biz’s existing Authorization.

⁴ The *pro forma* assignment of Saturn’s Authorization to ELink Carrier resulted from (1) the merger of Saturn with and into DeltaCom, whereupon the separate existence of Saturn ceased and DeltaCom was the surviving entity and (2) the subsequent assignment by DeltaCom of Saturn’s Authorization to ELink Carrier. Upon grant of this *pro forma* assignment, ELink Carrier will operate under Saturn’s Authorization and surrender its existing Authorization.

⁵ The *pro forma* assignment of STS’s Authorization to DeltaCom resulted from the merger of STS with and into DeltaCom, whereupon the separate existence of STS ceased and DeltaCom and holder of STS’s Authorization. Upon grant of this *pro forma* assignment, DeltaCom will operate under STS’s Authorization and surrender its existing Authorization.

⁶ See IB File Nos. ITC-ASG-20120911-00223, ITC-ASG-20120926-00245 & ITC-ASG-20121009-00252.

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Sections 63.18(a): Name, address and telephone number of the Parties:

Business Telecom, Inc.
DeltaCom, LLC
EarthLink Business, LLC
EarthLink Business Holdings, LLC
EarthLink Carrier, LLC
ITC^DeltaCom, Inc.
New Edge Holdings, LLC
One Communications Corp.
Saturn Telecommunications Services, Inc.
STS Telecom, LLC
1375 Peachtree Street
Atlanta, Georgia 30309
Tel: 404-815-0770

Sections 63.18(b): Organization of the Parties:

BTI is a North Carolina corporation.

DeltaCom is an Alabama limited liability company.

ELink Biz, ELink Carrier, EB Holdings are Delaware limited liability companies.

ITCD is a Delaware corporation.

NEH was a Delaware limited liability company.

ONE was a Delaware corporation.

Saturn was a Florida corporation.

STS was a Florida limited liability company

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Section 63.18(c): Correspondence concerning this filing should be sent to the Parties' counsel:

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2020 K Street, N.W.
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202-373-6000 (Tel)
202-373-6001 (Fax)
jean.kiddoo@bingham.com
brett.ferenchak@bingham.com

Section 63.18(d): The Parties hold the following International Section 214 Authorizations:

BTI holds (i) Authorization to provide certain satellite services granted in IB File No. ITC-214-19950630-00042 (Old File No. ITC-95-404); (ii) Authorization to resell the switched message telephone service of existing carriers to provide international switched voice service between the United States and various overseas points granted in IB File No. ITC-214-19950515-00043 (Old File No. ITC-95-402); and (iii) Authorization to 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 granted in IB File No. ITC-214-1998042219980422-00005 (Old File No. ITC-88-120). Upon grant of the *Pro Forma* Transactions, BTI will surrender some or all of these Authorizations.

DeltaCom holds Authorization to provide resold public switched services granted in IB File No. ITC-214-19940705-00204 (Old File No. ITC-94-385). Upon grant of the *Pro Forma* Transactions, DeltaCom will surrender this Authorization.

ONE held Authorization to provide global or limited global facilities-based and resale services granted in IB File No. ITC-214-2004-0708-00260.⁷ This Authorization was ultimately assigned to BTI.

⁷ The following former subsidiaries of ONE provided service pursuant to ONE's Authorization pursuant to 47 C.F.R. § 63.21(h): CTC Communications Corp., CTC Communications of Virginia, Inc., Lightship Telecom, LLC, Connecticut Broadband,

ELink Biz holds Authorization to provide global or limited global facilities-based and resale services granted in IB File No. ITC-214-20020514-00229. Upon grant of the *Pro Forma* Transactions, ELink Biz will continue to operate pursuant to this Authorization. In addition, the subsidiaries of ELink Biz that provided international services pursuant to the Authorization of ONE (*see supra* note 7) before the *Pro Forma* Transactions now provide international services pursuant to the Authorization of ELink Biz pursuant to 47 C.F.R. § 63.21(h).

ELink Carrier holds Authorization to provide resold public switched services granted in IB File No. ITC-214-19930727-00132 (Old File No. ITC-93-27). Upon grant of the *Pro Forma* Transactions, ELink Carrier will surrender this Authorization.

Saturn held Authorization to provide global and limited global facilities-based and resale services granted in IB File No. ITC-214-20070427-00165. This Authorization was ultimately assigned to ELink Carrier as described above.

STS held Authorization to provide global and limited global facilities-based and resale services granted in IB File No. ITC-214-20050325-00139. This Authorization was assigned to DeltaCom as described above.

Sections 63.18(h): See **Attachment 1** for the ownership of the Parties. See **Attachments 2** and **3**, respectively for pre-*Pro Forma* Transactions and current corporate structure of the Parties.

LLC, Connecticut Telephone & Communication Systems, Inc., Choice One Communications of Connecticut Inc., Choice One Communications of Maine Inc., Choice One Communications of Massachusetts Inc., Choice One Communications of New York Inc., Choice One Communications of Ohio Inc., Choice One Communications of Pennsylvania Inc., Choice One Communications of Rhode Island Inc., Choice One of New Hampshire Inc., Choice One Communications International Inc., Choice One Communications Resale L.L.C., Conversent Communications of Connecticut, LLC, Conversent Communications of Maine, LLC, Conversent Communications of Massachusetts, Inc., Conversent Communications of New Hampshire, LLC, Conversent Communications of New Jersey, LLC, Conversent Communications of New York, LLC, Conversent Communications of Pennsylvania, LLC, Conversent Communications of Rhode Island, LLC, Conversent Communications of Vermont, LLC, Conversent Communications, LLC, Conversent Communications Resale L.L.C., US Xchange of Illinois, L.L.C., US Xchange of Indiana, L.L.C., US Xchange of Michigan, L.L.C., US Xchange of Wisconsin, L.L.C. and US Xchange, Inc.

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The Parties certify that the intra-company transactions described herein were *pro forma* and that, together with all previous *pro forma* transactions, did not result in a change in the actual controlling party of the Parties or Authorizations.

* * * *

This notification letter is being filed electronically via MyIBFS. Please direct any questions to the undersigned.

Respectfully submitted,



Jean L. Kiddoo
Brett P. Ferenchak

Counsel for the Parties

ATTACHMENT 1

Answer to Question 11 - Section 63.18(h) Ownership Information

The following entities currently hold, directly or indirectly, a 10% or greater interest¹ in the Parties as calculated pursuant to the Commission ownership attribution rules for international telecommunications carriers:

a) Ownership of BTI:

Name: Business Telecom Corporation (“BTC”)
Address: 1375 Peachtree Street
Atlanta, Georgia 30309
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (directly in BTI)

Name: ITC^DeltaCom, Inc. (“ITCD”)
Address: 1375 Peachtree Street
Atlanta, Georgia 30309
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (indirectly in BTI as 100% direct owner of BTC)

b) Ownership of ELink Carrier and DeltaCom:

Name: ITC^DeltaCom, Inc.
Address: 1375 Peachtree Street
Atlanta, Georgia 30309
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (directly in ELink Carrier and DeltaCom)

b) Ownership of ELink Biz:

Name: EarthLink Business Holdings, LLC (“EB Holdings”)
Address: 1375 Peachtree Street
Atlanta, Georgia 30309
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (directly in ELink Biz)

¹ Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

c) Ownership of ITCD and EB Holdings:

Name:	EarthLink, Inc. (“EarthLink”)
Address:	1375 Peachtree Street Atlanta, Georgia 30309
Citizenship:	U.S.
Principal Business:	Communications
% Interest:	100% (indirectly in the Parties as 100% owner of ITCD and EB Holdings)

EarthLink is a widely held, publicly traded corporation. As a publicly held corporation, the percentage of EarthLink’s shares held by any person or entity at any given time may fluctuate. To the best of EarthLink’s knowledge, no person or entity directly or indirectly owns or controls a ten percent (10%) or more equity interest in EarthLink.

Answer to Question 12 - Section 63.18(h) Interlocking Directorates

The Company does not have any interlocking directorates with a foreign carrier.

Answer to Question 13 - Description of Transfers of Control and Assignments

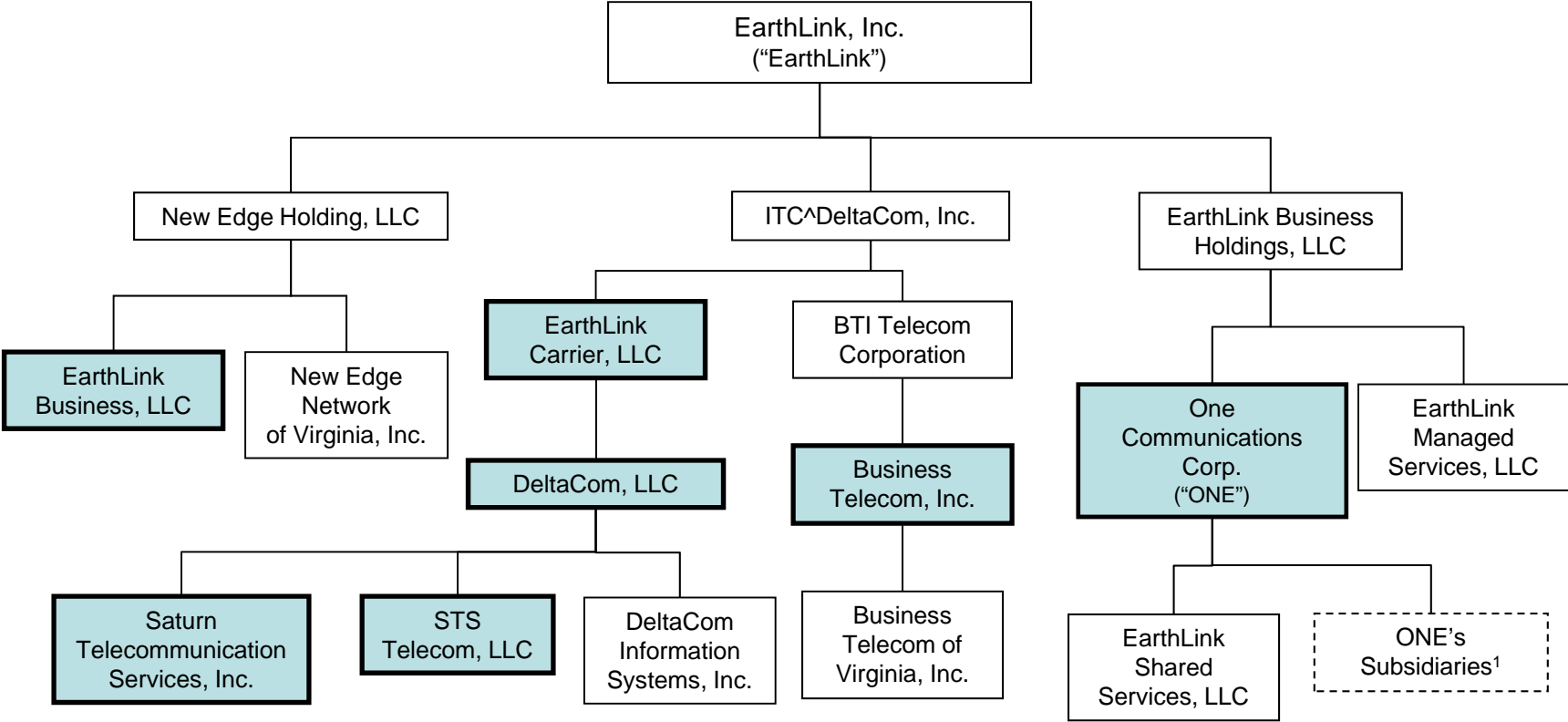
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ATTACHMENT 2

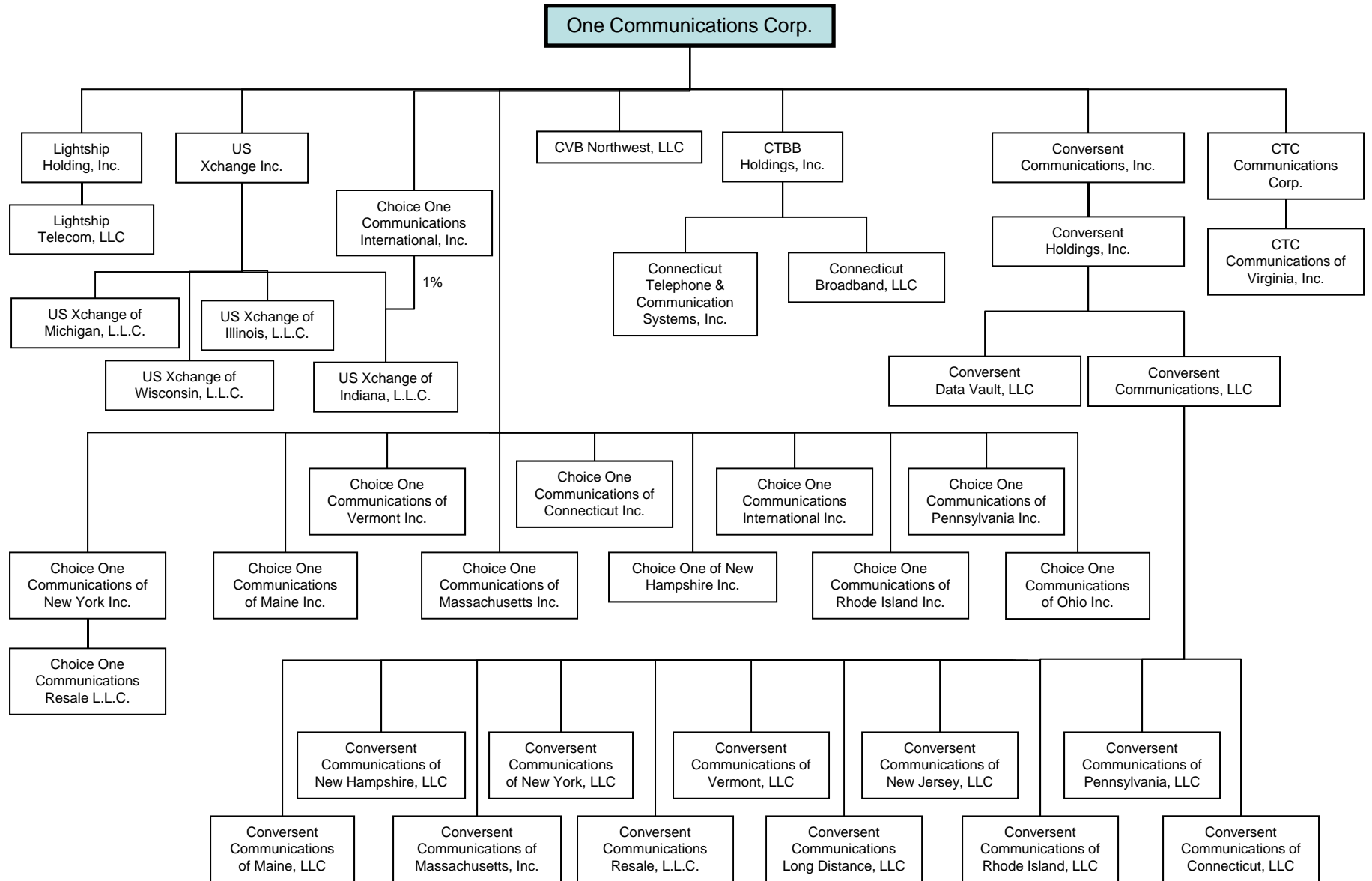
Pre-Pro Forma Transactions Corporate Organization of EarthLink



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

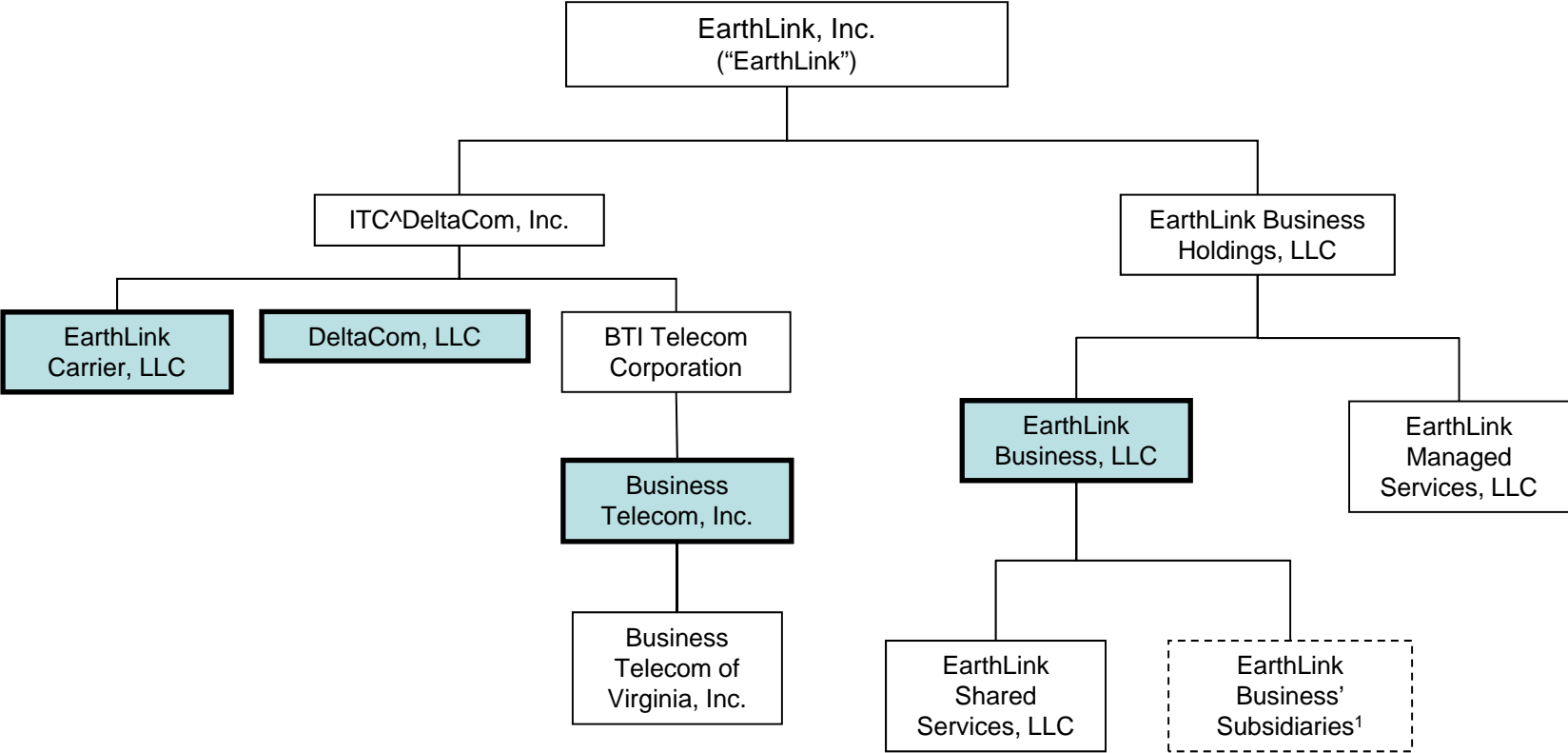
ATTACHMENT 2

Pre-Pro Forma Transactions Corporate Organization of ONE's Subsidiaries*



ATTACHMENT 3

Corporate Organization of EarthLink

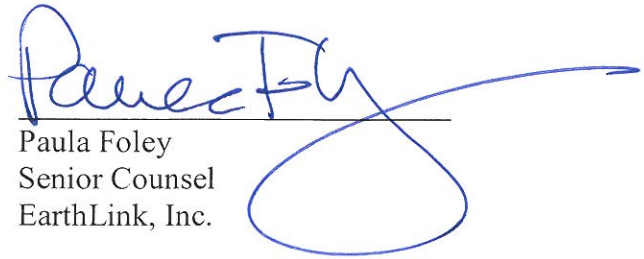


¹ See the chart labeled "Corporate Organization of EarthLink Business' Subsidiaries".

VERIFICATION

I, Paula Foley, state that I am Senior 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 the contents 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 28th day of January, 2013.



Paula Foley
Senior Counsel
EarthLink, Inc.