

Jean L. Kiddoo
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January 23, 2014

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* Transfers of Control of Certain International Section 214 Authorizations

Dear Ms. Dortch:

Business Telecom, LLC (f/k/a Business Telecom, Inc.) (“BTI”),¹ DeltaCom, LLC (“DeltaCom”), EarthLink Business, LLC (“EarthLink Business”) and EarthLink Carrier, LLC (“EarthLink Carrier”) (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 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 BTI from BTI Telecom Corporation (“BTIC”) to EarthLink Business;²
- 2) The *pro forma* transfer of direct control of DeltaCom and EarthLink Carrier from ITC^DeltaCom, Inc. (“ITCD”) to EarthLink Business;³

¹ BTI separately filed a notification regarding its conversion from a North Carolina corporation to a North Carolina limited liability company resulting in the *pro forma* assignment of its International 214 Authorization. See ITC-ASG-INTR2014-00114.

² This intra-company change resulted from the merger of BTIC with and into EarthLink Business, whereupon the separate existence of BTI Telecom Corporation ceased and EarthLink Business was the surviving entity and direct parent company of BTI.

³ These *pro forma* transfers of direct control of DeltaCom and EarthLink Carrier resulted from the merger of ITCD with and into EarthLink Business, whereupon the

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- 3) The *pro forma* transfers of indirect control of the Parties when EarthLink Holdings Corp. (“EarthLink Holdings”) was established as the new publicly traded holding company between EarthLink, LLC (the successor to EarthLink, Inc.) and EarthLink, Inc.’s shareholders.⁴

The Parties have the same ultimate parent company (the Parties collectively with their parent companies and affiliates,⁵ the “Company”), and the *pro forma* intra-company changes described herein were undertaken to further eliminate unnecessary intermediate companies in, and realign entities within, the Company’s corporate structure and to establish a new publicly traded holding company as the ultimate parent in the ownership chain. The *pro forma* intra-company changes that are the subject of this filing are part of a series of *pro forma* intra-company changes to simplify the Company’s corporate structure and realign the Company’s operating units. The initial *pro forma* intra-company changes were completed in 2012 and 2013.⁶

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):

separate existence of ITCD ceased and EarthLink Business was the surviving entity and direct parent company of DeltaCom and EarthLink Carrier.

⁴ This intra-company change occurred in three steps: (1) EarthLink, Inc. formed a wholly owned subsidiary, EarthLink Holdings, a Delaware corporation; (2) EarthLink Holdings formed a wholly owned subsidiary, EarthLink, LLC, a Delaware limited liability company; and (3) EarthLink, Inc. merged with and into EarthLink, LLC, whereupon the separate existence of EarthLink, Inc. ceased and EarthLink, LLC was the surviving corporation and direct subsidiary of EarthLink Holdings (and direct parent of EarthLink Business Holdings, LLC). At the time of the *pro forma* transaction, the existing publicly traded shares of EarthLink, Inc. were converted into shares of EarthLink Holdings stock on a one-for-one basis. The former shareholders of EarthLink, Inc. became the current shareholders of EarthLink Holdings in the same amounts and percentages as they held in EarthLink, Inc. prior to the intra-company merger.

⁵ Charts depicting the corporate organizational structure of EarthLink and its subsidiaries before and after these *pro forma* intra-company changes are appended hereto as Exhibits A and B.

⁶ See IB File Nos. ITC-ASG-20120911-00223, ITC-ASG-20120926-00245, ITC-ASG-20121009-00252, ITC-ASG-20130129-00029, ITC-ASG-20130129-00030, ITC-ASG-20130129-00031, ITC-T/C-20130129-00033 & ITC-T/C-20130129-00034.

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

Business Telecom, LLC (f/k/a Business Telecom, Inc.)
DeltaCom, LLC
EarthLink Business, LLC
EarthLink Carrier, LLC
BTI Telecom Corporation
EarthLink Holdings Corp.
EarthLink, LLC (successor to EarthLink, Inc.)
ITC^DeltaCom, Inc.
1375 Peachtree Street
Atlanta, Georgia 30309
Tel: 404-815-0770

Sections 63.18(b): Organization of the Parties:

BTI is a North Carolina limited liability company as a result of its conversion, effective December 31, 2013, from a North Carolina corporation.

BTI Telecom Corporation was a North Carolina corporation.

DeltaCom is an Alabama limited liability company.

ELink Biz, ELink Carrier and EarthLink Business Holdings, LLC are Delaware limited liability companies.

EarthLink Holdings Corp. is a Delaware corporation.

EarthLink, LLC is Delaware limited liability.

EarthLink, Inc. was a Delaware corporation.

ITCD was a Delaware corporation.

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

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Washington, DC 20006-1806
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jean.kiddoo@bingham.com
brett.ferenchak@bingham.com

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

BTI holds Authorization to provide global or limited global facilities-based and resale services granted in IB File No. ITC-214-2004-0708-00260.

DeltaCom holds Authorization to provide global or limited global facilities-based and resale services granted in in IB File No. ITC-214-20050325-00139.

ELink Biz holds Authorization to provide global or limited global facilities-based and resale services granted in IB File No. ITC-214-20020514-00229.⁷

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

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ELink Carrier holds Authorization to provide global and limited global facilities-based and resale services granted in IB File No. ITC-214-20070427-00165.

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.

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,

/s/ *Brett P. Ferenchak*

Jean L. Kiddoo
Brett P. Ferenchak

Counsel for the Parties

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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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, DeltaCom and EarthLink Carrier:

Name: EarthLink Business, LLC
Address: 1375 Peachtree Street
Atlanta, Georgia 30309
Citizenship: U.S.
Principal Business: Telecommunications
% Interest: 100% (directly in BTI, DeltaCom and EarthLink Carrier)

b) Ownership of EarthLink Business:

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 EarthLink Business)

c) Ownership of EB Holdings:

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

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

Name: EarthLink Holdings Corp. (“EarthLink Holdings”)
Address: 1375 Peachtree Street
Atlanta, Georgia 30309
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (indirectly in the Parties as 100% owner of EarthLink, LLC)

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

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

Except for an interlocking directorate with EarthLink Business, BTI, DeltaCom and EarthLink Carrier do not have any interlocking directorates with a foreign carrier. EarthLink Business holds a Basic International Telecommunications Services (BITS) License and Reseller Registration in Canada.

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

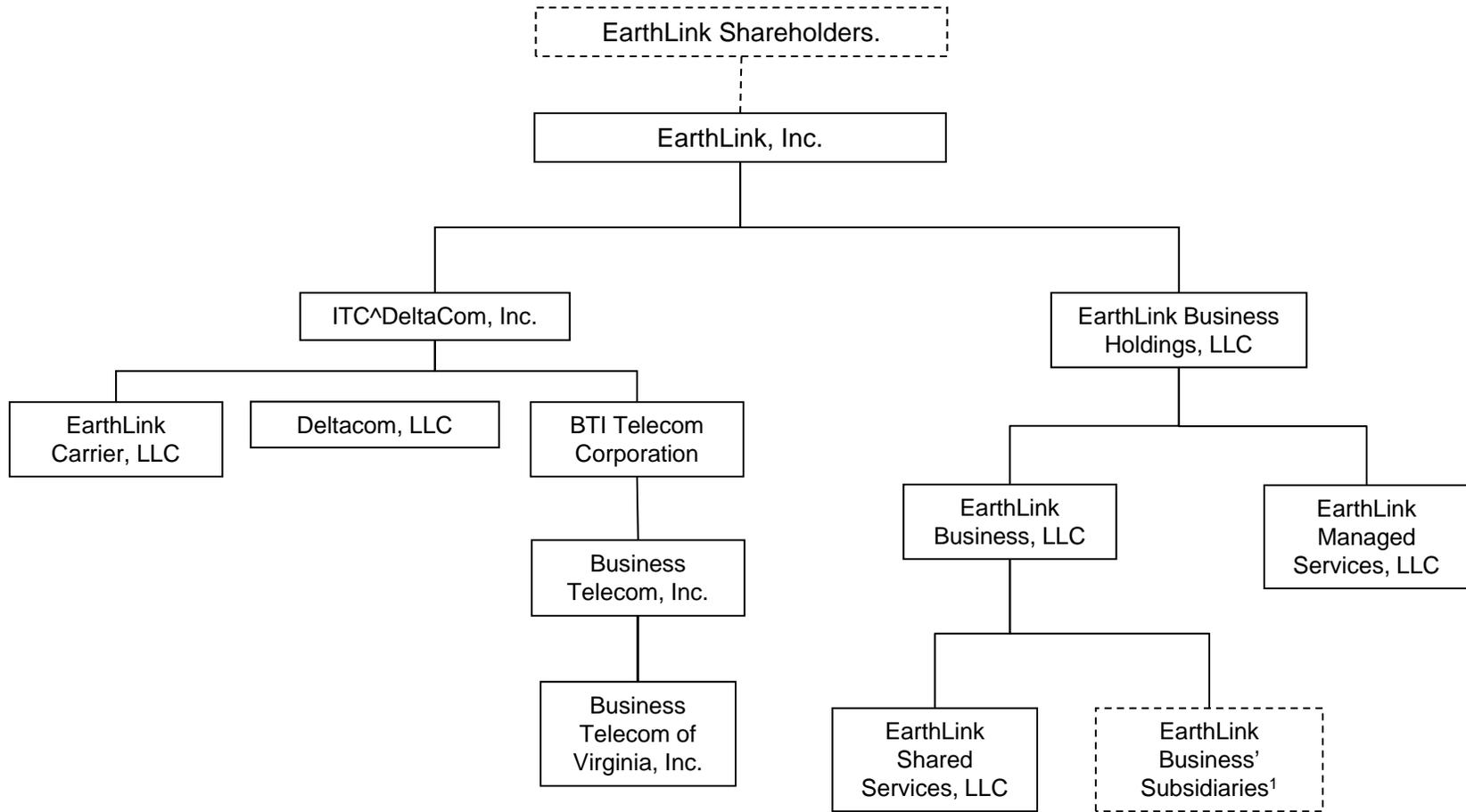
- a) The *pro forma* transfer of direct control of BTI from BTI to EarthLink Business: The *pro forma* transfer of control of BTI resulted from the merger of BTIC with and into EarthLink Business, whereupon the separate existence of BTI Telecom Corporation ceased and EarthLink Business was the surviving entity and direct parent company of BTI.
- 2) The *pro forma* transfer of direct control of DeltaCom and ELink Carrier from ITCD to EarthLink Business: The *pro forma* transfers of control of DeltaCom and EarthLink Carrier resulted from the merger of ITCD with and into EarthLink Business, whereupon the separate existence of ITCD ceased and EarthLink Business was the surviving entity and direct parent company of DeltaCom and EarthLink Carrier.

- 3) The *pro forma* transfers of indirect control of the Parties: The *pro forma* transfers of indirect control of the Parties resulted from (1) EarthLink Holdings being established as the new publicly traded holding company between EarthLink, LLC (the successor to EarthLink, Inc.) and EarthLink, Inc.'s shareholders, which occurred in three steps: (a) EarthLink, Inc. formed a wholly owned subsidiary, EarthLink Holdings, a Delaware corporation, (b) EarthLink Holdings formed a wholly owned subsidiary, EarthLink, LLC, a Delaware limited liability company, and (c) EarthLink, Inc. merged with and into EarthLink, LLC whereupon the separate existence of EarthLink, Inc. ceased and EarthLink, LLC was the surviving corporation and direct subsidiary of EarthLink Holdings (and direct parent of EarthLink Business Holdings, LLC).²

² At the time of the *pro forma* transaction, the existing publicly traded shares of EarthLink, Inc. were converted into shares of EarthLink Holdings stock on a one-for-one basis. The former shareholders of EarthLink, Inc. thereby became the shareholders of EarthLink Holdings in the same amounts and percentages as they held in EarthLink, Inc. prior to the intra-company merger.

ATTACHMENT 2

Pre-Pro Forma Corporate Organization of EarthLink

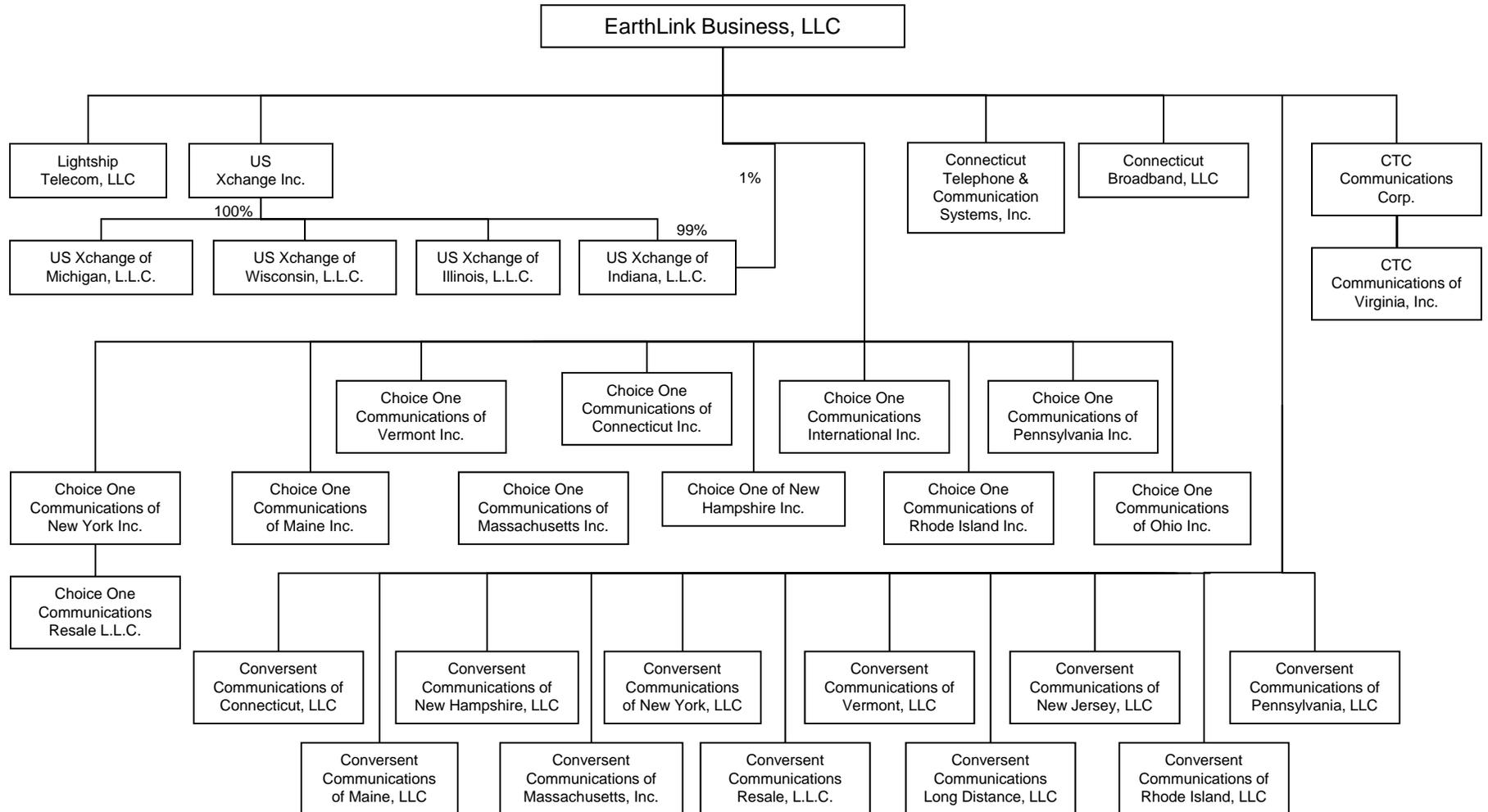


¹ See the chart labeled "Current Corporate Organization of EarthLink Business' Subsidiaries".

Unless otherwise indicated all ownership percentages are 100%.

ATTACHMENT 2

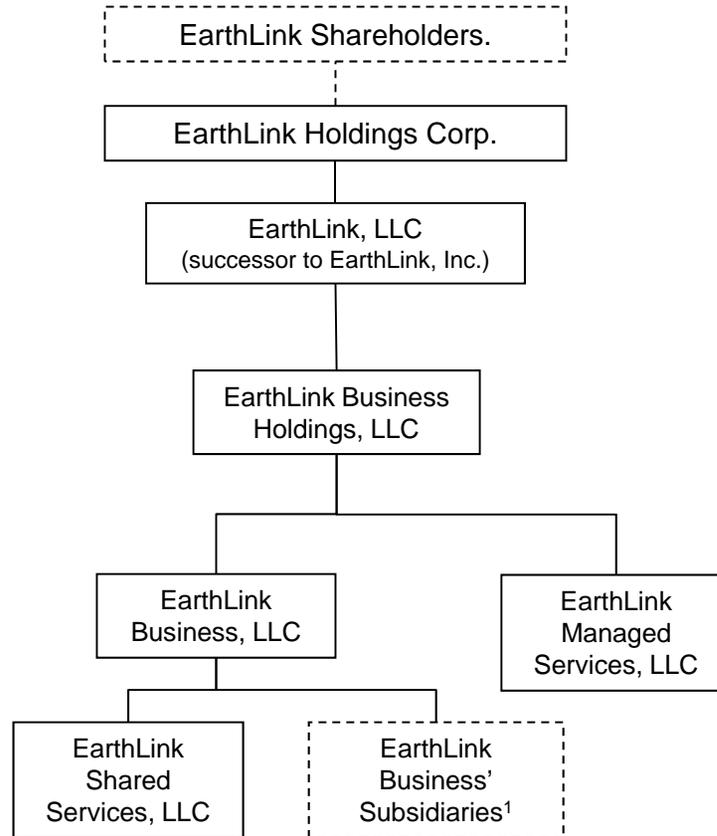
Pre-Pro Forma Corporate Organization of EarthLink Business' Subsidiaries



Unless otherwise indicated all ownership percentages are 100%.

ATTACHMENT 3

Current Corporate Organization of EarthLink

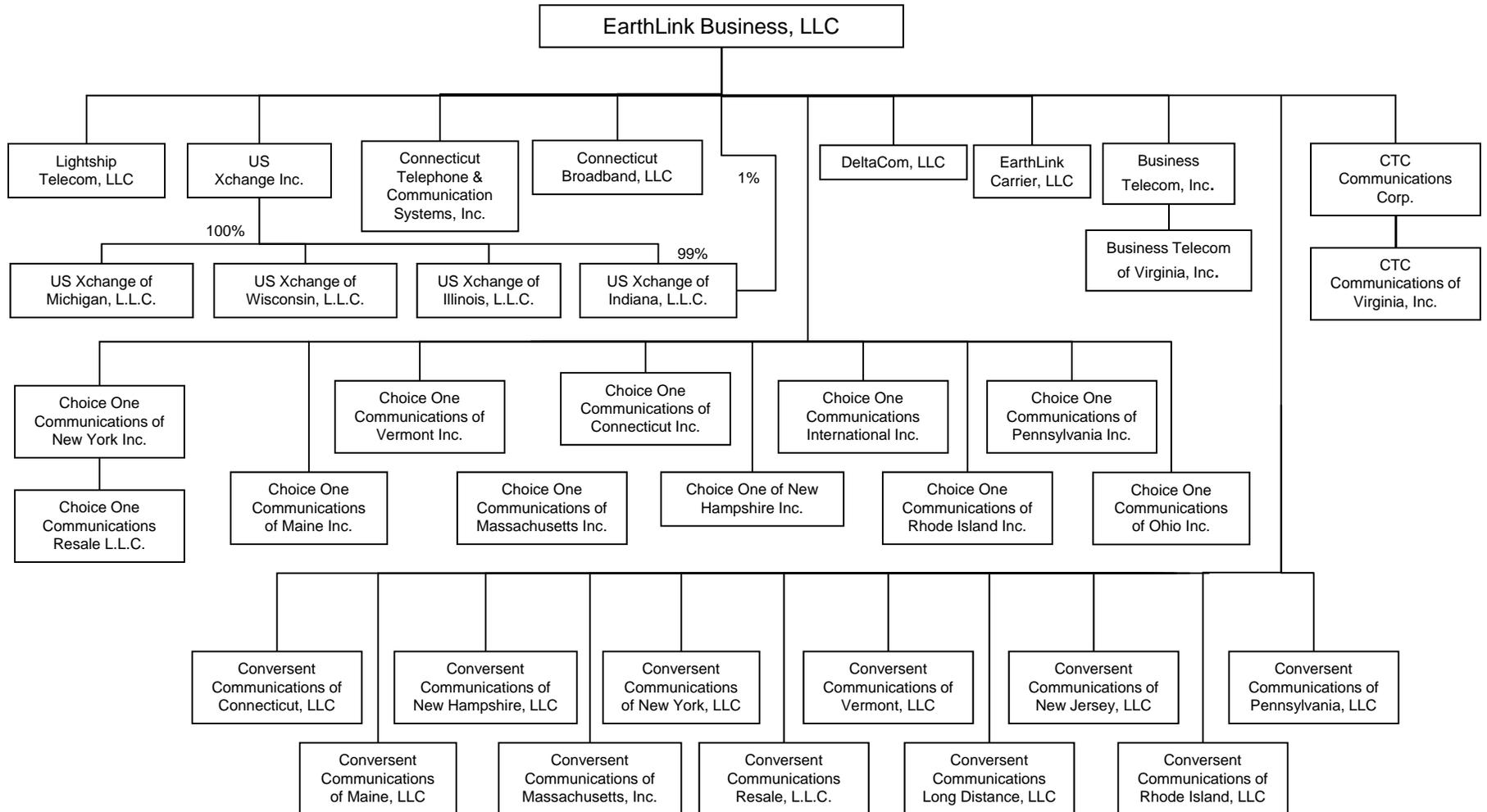


¹ See the chart labeled "Current Corporate Organization of EarthLink Business' Subsidiaries".

Unless otherwise indicated all ownership percentages are 100%.

ATTACHMENT 3

Current Corporate Organization of EarthLink Business' Subsidiaries

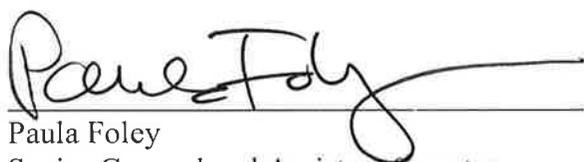


Unless otherwise indicated all ownership percentages are 100%.

VERIFICATION

COMMONWEALTH OF MASSACHUSETTS §
 §
COUNTY OF MIDDLESEX §

I, Paula Foley, state that I am Senior Counsel ~~and Assistant Secretary~~ of EarthLink Holdings Corp. 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
Senior Counsel ~~and Assistant Secretary~~
EarthLink Holdings Corp.

SWORN TO AND SUBSCRIBED before me on the 9th day of January, 2014.



Notary Public

My commission expires: June 5, 2020

 **GAIL C. GAUTHIER**
Notary Public
Commonwealth of Massachusetts
My Commission Expires
June 5, 2020