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**SOUTH DAKOTA PUBLIC  
UTILITIES COMMISSION**

Andrew D. Lipman  
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January 3, 2011

*Via Overnight Courier*

Patricia Van Gerpen, Executive Director  
South Dakota Public Utilities Commission  
Capitol Building  
500 East Capitol Avenue  
Pierre, South Dakota 57501-5070

**RE: Notification Regarding the Indirect Transfer of Control of CTC  
Communications Corp. d/b/a One Communications to EarthLink, Inc.**

Dear Ms. Van Gerpen:

EarthLink, Inc. ("EarthLink"), One Communications Corp. ("ONE"), and CTC Communications Corp. d/b/a One Communications ("CTC") (EarthLink, ONE and CTC collectively, the "Parties"), by their undersigned counsel and pursuant to S.D. Codified Laws § 49-31-20, hereby notify the South Dakota Public Utilities Commission ("Commission") of the transfer of indirect control of CTC to EarthLink.

It is the Parties' understanding that Commission approval is not required to complete the transactions described herein. Accordingly, the Parties submit this letter for informational purposes only to ensure the continuing accuracy of the Commission's records. In support, the Parties provide the following information:

### Description of the Parties

#### **A. EarthLink, Inc.**

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 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, including those that operate in South Dakota as described below. Additional information regarding EarthLink, including its most recent SEC Form 10-Q, as filed with the Securities and Exchange Authority, is available at

Boston  
Hartford  
Hong Kong  
London  
Los Angeles  
New York  
Orange County  
San Francisco  
Santa Monica  
Silicon Valley  
Tokyo  
Washington

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A/73615550.1

<http://www.earthlink.net/about/investor/>. A pre-transaction corporate structure chart for EarthLink is provided as part of Exhibit A.

EarthLink has three subsidiaries that operate in South Dakota: New Edge Network, Inc. (“New Edge”),<sup>1</sup> DeltaCom, Inc. (“Deltacom”),<sup>2</sup> and Business Telecom, Inc. (“BTI”).<sup>3</sup> Through these and its other operating subsidiaries, EarthLink provides traditional and Internet Protocol voice and data services in all 50 states plus the District of Columbia. By virtue of its ownership of New Edge, Deltacom, and BTI, EarthLink has demonstrated its qualifications to own and operate telecommunications carriers in South Dakota.

**B. ONE Communications Corp. and CTC Communications Corp. d/b/a One Communications**

CTC is a wholly-owned subsidiary 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 CTC and ONE is provided as part of Exhibit A. ONE and CTC have their principal corporate offices at 5 Wall Street, Burlington, MA 01803. Through its various operating subsidiaries, including CTC, 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 CTC and other ONE entities, provides telecommunications services and solutions primarily to small, medium and large size businesses as well as a small number of residential customers.

In South Dakota, CTC is authorized to provide long distance services pursuant to a registration issued in Docket No. TC98-198. CTC is also authorized by the Federal Communications Commission to provide domestic and international telecommunications services.

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<sup>1</sup> New Edge is authorized to provide local exchange and long distance services pursuant to certification granted in Docket No. TC99-100.

<sup>2</sup> Deltacom is authorized to provide long distance service pursuant to a registration approved in Docket No. TC96-180.

<sup>3</sup> BTI is authorized to provide long distance service pursuant to a registration approved in Docket No. TC95-108.

**Designated Contacts**

Questions, correspondence or other communications concerning this filing should be directed to the Parties' counsel of record:

**For EarthLink:**

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Brett P. Ferenchak  
Bingham McCutchen LLP  
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**with a copy to:**

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**For ONE and CTC:**

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**with a copy to:**

Ray Ostroski  
Executive Vice President, Legal and Compliance  
One Communications Corp.  
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781-522-8773  
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**Description of the Transaction**

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>4</sup> ONE and the Stockholder Representative (the "Agreement"),<sup>5</sup> MergerCo will merge with and into ONE, with ONE continuing as the surviving entity (the "Merger"). As a result of the Merger, CTC will become a wholly owned indirect subsidiary of EarthLink. Thus, EarthLink will become the new ultimate parent company of ONE and CTC. Diagrams depicting the Merger and the pre- and post-transaction corporate structures of the companies are appended hereto as Exhibit A.

<sup>4</sup> MergerCo is a wholly-owned direct subsidiary of EarthLink Business Holding Corp., itself a wholly-owned direct subsidiary of EarthLink.

<sup>5</sup> The Agreement is available at <http://ir.earthlink.net/secfiling.cfm?filingID=1104659-10-63575>.

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**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.

Although EarthLink's acquisition of ONE will result in a change in the ultimate ownership and control of CTC, no transfer of authorization, assets, or customers will occur as a result of the transfer of control. Immediately following consummation of the merger, CTC will continue to provide service to its customers pursuant to its 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 CTC in terms of the services they currently receive, and any changes that may occur in the future as to CTC's name or services will be made in accordance with the Commission's rules and procedures.

\* \* \* \*

An original and ten (10) copies of this letter are enclosed for filing. Please date-stamp the enclosed extra copy and return it in the envelope provided. Please do not hesitate to contact us if you have any questions.

Respectfully submitted,



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Counsel for ONE Communications Corp. and  
CTC Communications Corp.

**LIST OF EXHIBITS**

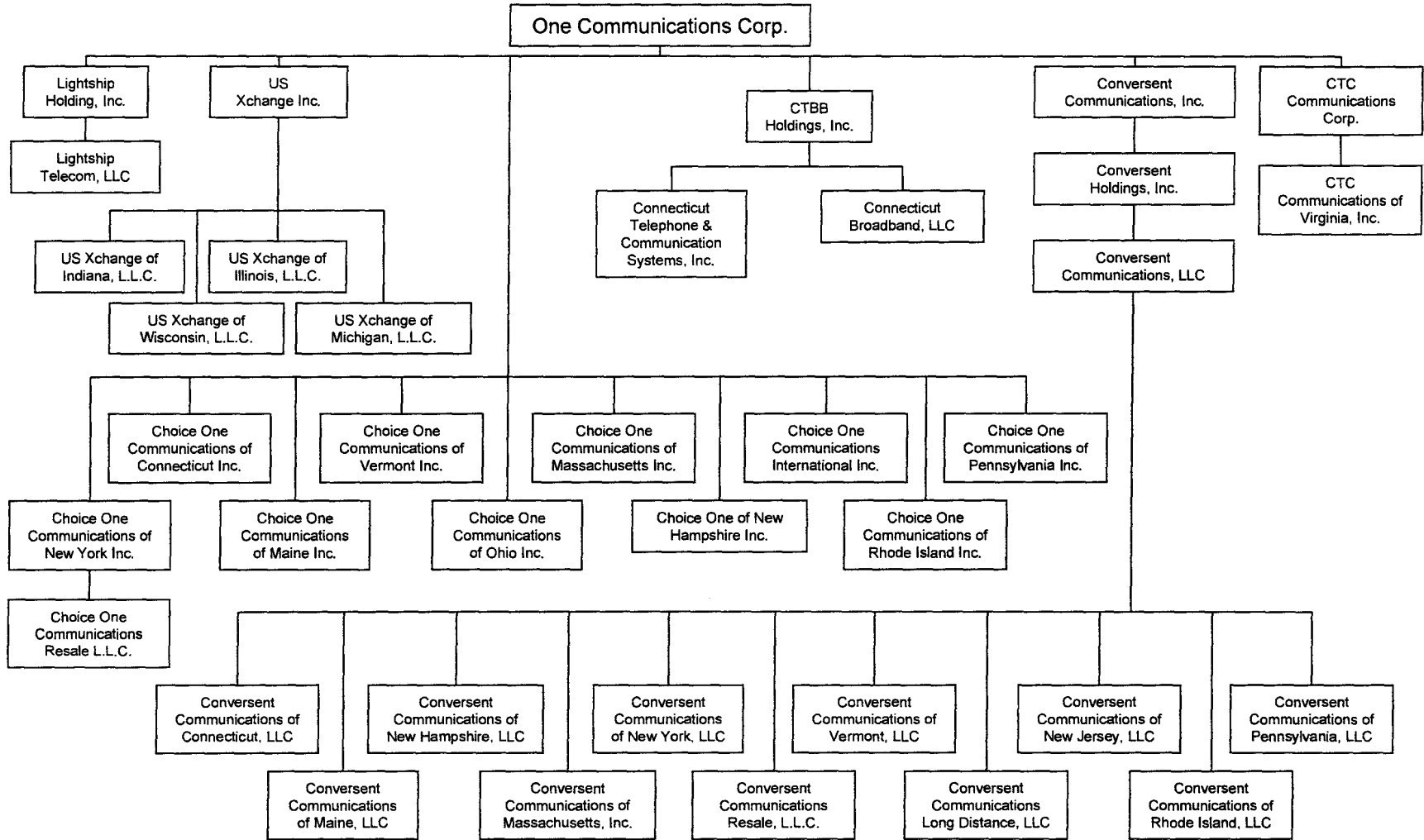
Exhibit A                      Chart of the Transaction and the Pre- and Post-Transaction Corporate  
Organizational Structure

Verifications

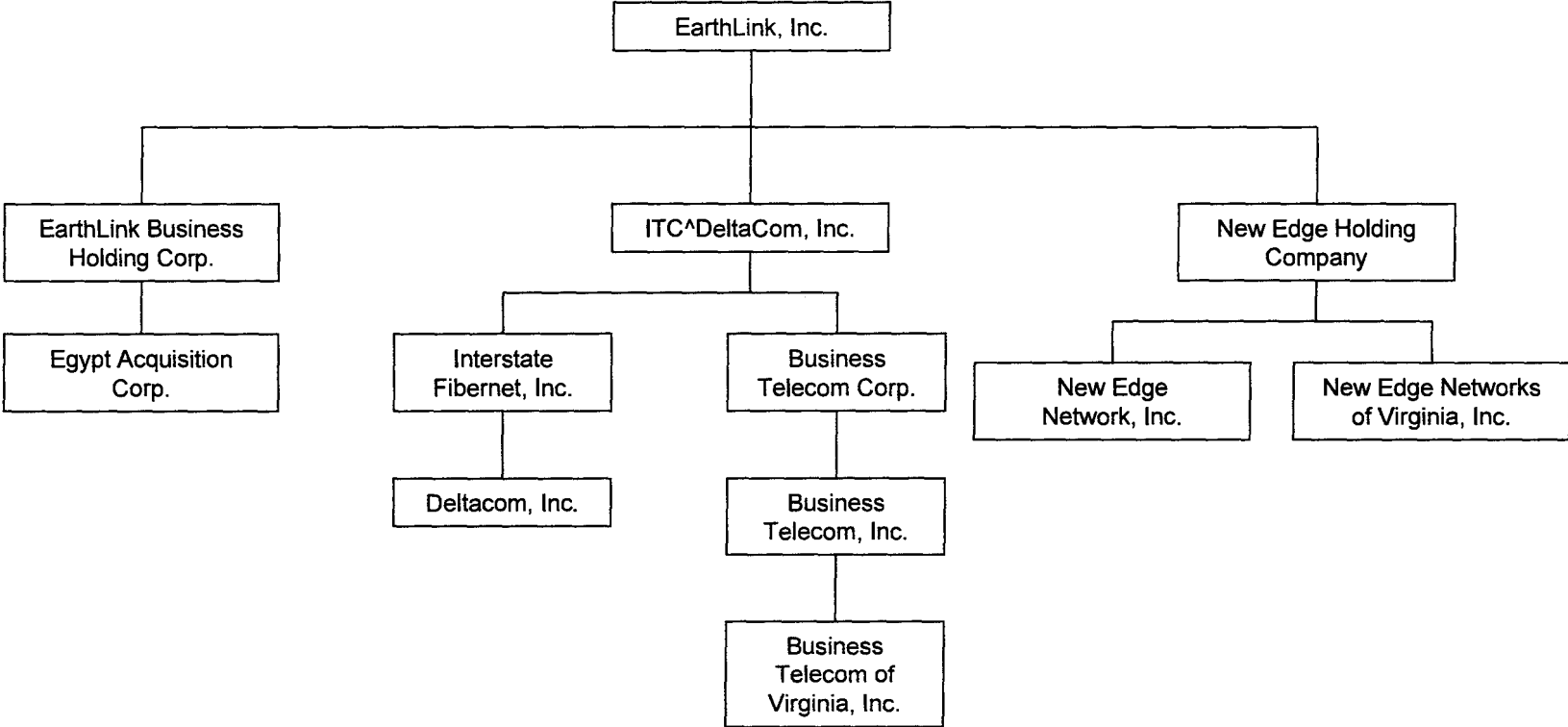
**EXHIBIT A**

**Chart of the Transaction and  
the Pre- and Post-Transaction Corporate Organizational Structure**

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

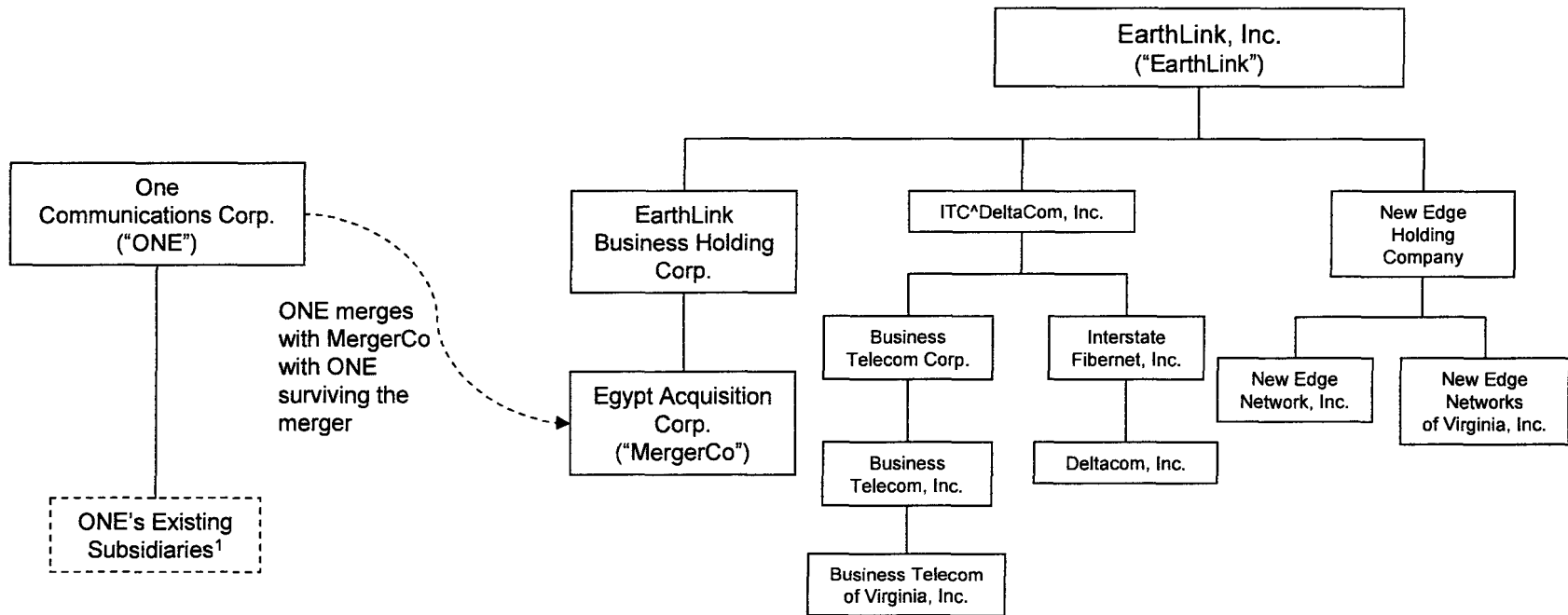


**Pre-Transaction Corporate Ownership of the Regulated Subsidiaries of EarthLink, Inc.**



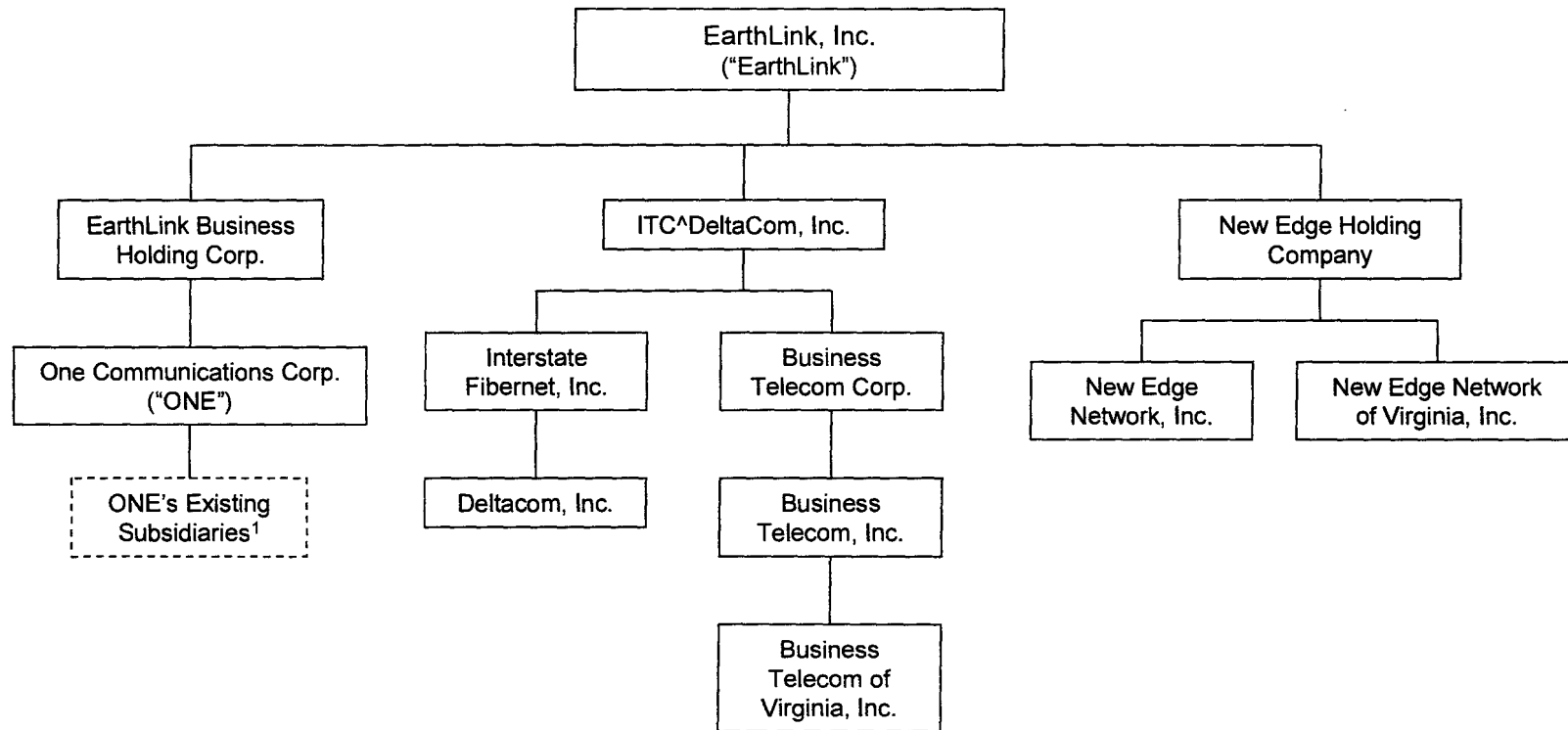


## Illustration of the Merger



<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



<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.

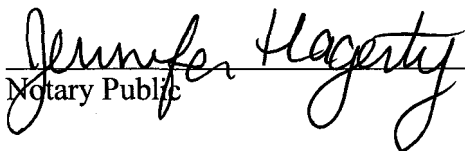
**VERIFICATION**

COMMONWEALTH OF MASSACHUSETTS   §  
   §  
COUNTY OF MIDDLESEX               §

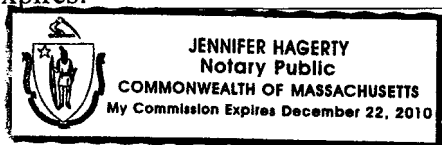
I, Paula Foley, state that I am Regulatory Affairs Counsel of One Communications Corp.; that I am authorized to make this Verification on behalf of One Communications Corp. and its subsidiaries (the “Company”); that the foregoing filing was prepared under my direction and supervision; and that the statements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

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

SWORN TO AND SUBSCRIBED before me on the 20<sup>th</sup> day of December, 2010.

  
\_\_\_\_\_  
Notary Public

My commission expires:



**VERIFICATION**

STATE OF NEW YORK           §  
  §  
COUNTY OF NEW YORK       §

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.

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

SWORN TO AND SUBSCRIBED before me on the 20<sup>th</sup> day of December, 2010.

*Judy Zisholtz*  
Notary Public

My commission expires: Dec. 31, 2013

JUDY ZISHOLTZ  
Notary Public, State of New York  
No. 4794801  
Qualified in Suffolk County  
Certificate Filed in New York County  
Commission Expires 12-31-13