



NEW EDGE
Networks

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**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION**

September 18, 2012

Re: Conversion of New Edge Network, Inc. to EarthLink Business, LLC –
FEIN 94-3331274

To Whom It May Concern:

Please accept this letter and attached Written Consent from the Board of Directors of New Edge Network, Inc., as verification the New Edge Network, Inc. legal entity was converted to EarthLink Business, LLC effective August 27, 2012. As such, we will begin filing sales and use tax returns as EarthLink Business, LLC effective with the September due October 2012 returns.

Please note, there was no change in the FEIN.

Let me know if you have any questions or need additional information. I can be reached on (404) 748-7861 or (770) 712-9693.

Thank you.

Clay Robinson – Vice President of Tax
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**WRITTEN CONSENT OF THE
BOARD OF DIRECTORS OF
NEW EDGE NETWORK, INC.**

The undersigned, being the sole member of the Board of Directors (the "Board") of New Edge Network, Inc., a Delaware corporation (the "Corporation"), by written consent pursuant to Section 141(f) of Delaware General Corporation Law (the "DGCL"), does hereby adopt as of August 21, 2012, the following actions and resolutions:

Conversion to Delaware Limited Liability Company.

WHEREAS, the Board believes it to be in the best interests of the Corporation that the Corporation convert to a limited liability company formed in the State of Delaware under the name "EarthLink Business, LLC" (the "Conversion");

WHEREAS, pursuant to the Conversion, the sole stockholder would become the sole member of such newly formed limited liability company;

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby: (a) authorizes and approves the Conversion; (b) approves of and adopts the (i) Certificate of Conversion in substantially the form presented to the Board; (ii) Certificate of Formation of EarthLink Business, LLC in substantially the form presented to the Board; (iii) Limited Liability Company Agreement of EarthLink Business, LLC in substantially the form presented to the Board, and (iv) any other documentation necessary to effect the Conversion (collectively, the "Conversion Documents"); and (c) submits the Conversion and the Conversion Documents to the sole stockholder of the Corporation for approval thereof;

FURTHER RESOLVED, that the Board hereby recommends that the sole stockholder of the Corporation approve the Conversion and the Conversion Documents;

FURTHER RESOLVED, that, upon the effective time of the Conversion and by virtue of the Conversion without any further action by any party, the sole stockholder will be deemed the sole member of EarthLink Business, LLC;

FURTHER RESOLVED, that, upon the effective time of the Conversion and by virtue of the Conversion without any further action by any party, all of the shares of capital stock of the Corporation held by the sole stockholder will be converted into the right to receive 100% of the membership interests in EarthLink Business, LLC;

FURTHER RESOLVED, that the officers of the Corporation immediately prior to the Conversion shall continue to serve as the officers of EarthLink Business, LLC at the pleasure of the sole member;

FURTHER RESOLVED, that, in the event the Conversion and the Conversion Documents are approved by the sole shareholder of the Corporation, the officers of the Corporation are hereby authorized and directed to take any and all actions that such officers, or any of them, deem necessary or appropriate to effect the Conversion, including, without limitation, filing the Certificate of Conversion and the Certificate of Formation with the Secretary of State of the State of Delaware and the execution of the Limited Liability Company Agreement;


General Ratification and Authorization Matters.

FURTHER RESOLVED, that all actions taken and all agreements, instruments, reports and documents executed, delivered or filed through the date hereof by any officer, in the name and on behalf of the Corporation in connection with the foregoing resolutions and the other transactions contemplated thereby, hereby are approved, ratified and confirmed in all respects; and

FURTHER RESOLVED, that, consistent with the foregoing resolutions, the officers, or any one of them, hereby are authorized, empowered and directed, in the name and on behalf of the Corporation, to execute and deliver such instruments and other documents and agreements and to take such other actions as such officer or officers shall determine to be necessary or appropriate in order to effectuate the foregoing resolutions or otherwise in connection with the subject matter of these resolutions and the transactions contemplated thereby (such determination to be conclusively, but not exclusively, evidenced by the taking of such actions or the execution, delivery and filing of such documents or instruments by any such officer without any further action by the Board).

[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned has executed this written consent as of the day and year first above written.



Rolla P. Huff