

Jean L. Kiddoo  
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jean.kiddoo@bingham.com  
brett.ferenchak@bingham.com

**RECEIVED**

NOV 29 2012

**SOUTH DAKOTA PUBLIC  
UTILITIES COMMISSION**

November 28, 2012

**Via Overnight Courier**

Patricia Van Gerpen, Executive Director  
South Dakota Public Utilities Commission  
Capital Building, 1<sup>st</sup> Floor  
500 East Capital Avenue  
Pierre, South Dakota 57501-5070

**Re: Notification of CTC Communications Corp., DeltaCom, LLC f/k/a  
DeltaCom, Inc., and EarthLink Business, LLC f/k/a New Edge Network, Inc.  
Regarding Certain *Pro Forma* Intra-Company Changes**

Dear Ms. Van Gerpen:

CTC Communications Corp. d/b/a EarthLink Business ("CTC"), DeltaCom, LLC d/b/a EarthLink Business (f/k/a DeltaCom, Inc. d/b/a EarthLink Business) ("DeltaCom"), and EarthLink Business, LLC (f/k/a New Edge Network, Inc. d/b/a EarthLink Business) ("New Edge"),<sup>1</sup> (collectively, the "Parties"), by their undersigned counsel, hereby notify the South Dakota Public Utilities Commission ("Commission") of certain *pro forma* intra-company changes described in more detail below. The Parties are all indirect subsidiaries of EarthLink, Inc. ("EarthLink"), and the *pro forma* intra-company changes described herein are being undertaken to consolidate the EarthLink corporate structure and realign EarthLink's operating units to eliminate unnecessary and cumbersome intermediate companies in the EarthLink corporate structure and to assure that customer service is maximized by aligning the services with the experienced account and operations teams focused on particular lines of business.<sup>2</sup>

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

<sup>1</sup> As will be described in more detail below, DeltaCom and New Edge have recently changed their corporate form to become limited liability companies ("LLCs") and New Edge has changed its corporate name. The Parties hereby provide notice of those changes. Because the Commission's records currently reflect New Edge's former corporate name, for purposes of avoiding any confusion, the Parties refer to New Edge by its former name throughout this filing.

<sup>2</sup> 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 EarthLink's corporate structure and realign EarthLink's operating units. While the *pro forma* intra-company changes that are the subject of this filing are expected to be completed by the end of the fourth quarter of 2012, some of the other *pro forma* intra-company changes will take place in 2013 due to the complexity of the operational changes that will be necessitated with the intra-company

Bingham McCutchen LLP  
2020 K Street NW  
Washington, DC  
20006-1806

T +1.202.373.6000  
F +1.202.373.6001  
bingham.com

Subject to regulatory approvals, EarthLink and the Parties must complete these *pro forma* intra-company changes that are the subject of this filing no later than the end of the fourth quarter of 2012 in order to achieve significant administrative savings that will enable the Company to compete even more vigorously in the provision of telecommunications services to the benefit of consumer and business customers. It is the Parties' understanding that Commission approval is not required to complete the *pro forma* intra-company changes described herein.

In support, the Parties provide the following information:

### **Introduction**

Over the past several years, EarthLink has acquired a number of existing telecommunications businesses that either themselves or through one or more operating subsidiaries, held federal and state authorizations and certificates to provide interstate and intrastate telecommunications services. A number of these acquired companies were themselves combinations of multiple existing communications businesses and therefore had more than one licensed operating entity. As a result of these acquisitions, the corporate structure of EarthLink is extremely complex, with over 50 separate entities, many of whose services and service areas overlap. All of the entities providing interstate or intrastate telecommunications services (with the exception of EarthLink Carrier, LLC (f/k/a Interstate FiberNet, Inc. d/b/a EarthLink Carrier ("IFN"), a wholesale telecommunications services provider, does business as "EarthLink Carrier") currently transact business, and hold themselves out to the public, under the legal or trade name "EarthLink Business." A chart depicting the current corporate organizational chart of EarthLink and its subsidiaries is provided as Exhibit A.

EarthLink intends to simplify its 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, the change of the legal name of certain of the entities, the merger of certain of the entities, and the realignment and transfer of certain assets to consolidate services within the appropriate business units. A chart depicting the corporate organizational structure of EarthLink upon completion of these various *pro forma* intra-company changes is provided as Exhibit B. This simplified corporate structure will reduce the reporting and accounting burdens of EarthLink and provide operational efficiencies, and will make it easier for EarthLink to market services through business units that focus on defined service and customer segments thus allowing each business unit to target its sales, operations, customer service and management teams on those service and customer segments. The instant intra-company changes will also realign certain operating and other assets to the business unit that they support.

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changes. To the extent required, the Parties, and/or affiliates of the Parties, will submit additional filings with respect to those future *pro forma* intra-company changes.

### **Description of the Parties**

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 other telecommunications carriers, businesses, enterprise organizations and individual customers across the United States. Over the past 6 years, EarthLink has completed the acquisition of a number of telecommunications companies including New Edge Networks (2006), ITC^DeltaCom (2010) (includes the Interstate FiberNet, DeltaCom and Business Telecom entities), and One Communications (2011) (includes the Connecticut Telephone and Communications Systems, CT Broadband, CTC Communications, Lightship Telecom, US Xchange, Choice One Communications, and Conversent Communications entities), which has resulted in a very complicated corporate structure. As noted above, all of the above acquired companies, and each of their subsidiary companies, with the exception of IFN and various unregulated operating entities and holding companies, operate under the legal or trade name EarthLink Business. In South Dakota, EarthLink has four subsidiaries that are authorized to provide telecommunications services: Business Telecom, Inc. d/b/a EarthLink Business ("BTI"),<sup>3</sup> CTC,<sup>4</sup> DeltaCom,<sup>5</sup> and New Edge<sup>6</sup> (collectively, the "SD Certificated Entities"). BTI is a North Carolina corporation; CTC is a Massachusetts corporation; DeltaCom is an Alabama limited liability company as a result of its conversion from an Alabama corporation; and New Edge is a Delaware limited liability company as a result of its conversion from a Delaware corporation. An organization chart depicting the corporate organizational structure of the SD Certificated Entities and their direct and indirect parent companies (but not affiliates) before and after the *pro forma* intra-company changes is appended hereto as Exhibit C.

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<sup>3</sup> BTI is authorized to provide long distance services pursuant to its registration approved in Docket No. TC95-108. BTI is not affected by the *pro forma* intra-company changes that are the subject of this filing, but is expected to participate in future *pro forma* intra-company changes, at which time BTI will make the necessary filing(s).

<sup>4</sup> CTC is authorized to provide long distance services pursuant to its registration issued in Docket No. TC98-198.

<sup>5</sup> DeltaCom is authorized to provide long distance services pursuant to its registration issued in Docket No. TC95-108. DeltaCom requests that its name in the Commission's records be changed to "DeltaCom, LLC d/b/a EarthLink Business" to reflect its conversion to a limited liability company. A copy of DeltaCom's conversion documents, authority to transact business in South Dakota and registration of trade name are provided as Exhibit D.

<sup>6</sup> New Edge is authorized to provide local exchange and long distance services pursuant to its registration issued in Docket No. TC99-100. New Edge requests that its name in the Commission's records be changed to "EarthLink Business, LLC" to reflect its conversion to a limited liability company and name change. A copy of New Edge's conversion and name change documents and authority to transact business in South Dakota are provided as Exhibit E.

Patricia Van Gerpen, Executive Director  
November 29, 2012  
Page 4

Additional information regarding EarthLink, including its most recent SEC Forms 10-K and 10-Q, as filed with the Securities and Exchange Commission, is available at <http://www.earthlink.net/about/investor/>.

### **Contacts**

Questions or any correspondence, orders, or other materials pertaining to this filing should be directed to the following:

#### **For the Parties:**

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

#### **With copies to:**

Paula Foley  
Regulatory Affairs Counsel  
EarthLink Business  
5 Wall Street  
Burlington, MA 01803  
781-362-5713 (tel)  
781-362-1313 (fax)  
pfoley@corp.earthlink.com

### **Description of Pro Forma Intra-Company Changes**

EarthLink has determined that its business would be more efficient from a management, operations, regulatory, accounting, financial and customer perspective by reducing its over 50 subsidiaries as much as possible. The *pro forma* intra-company changes described below that are the subject of this filing are part of these streamlining efforts. As part of this process, EarthLink will also align its various services to business units that will be able to maximize the product mix and level of service to the needs of particular customer segments. As a result, certain assets and customers will be reallocated between the business units. Once the various *pro forma* intra-company changes are completed, EarthLink expects that its customer and service segments will be aligned with business units dedicated to Consumer Services, Business Services, IT Services and Carrier Services.

- EarthLink Consumer Services operates as 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 Business provides nationwide IP network solutions, integrated voice, mobile and data services and related value-added services to businesses of all sizes and across industries including finance, retail, healthcare and government.
- EarthLink Carrier provides wholesale services, including IP, capacity and voice services, to carrier and wholesale customers.
- EarthLink IT Services provides managed security, virtualization, managed desktop support, data center and cloud services.

The Parties notify the Commission of the various intra-company changes that resulted, or will result, in:

- (1) EarthLink Business Holdings, LLC (f/k/a EarthLink Business, LLC) becoming the new direct parent company of New Edge;<sup>7</sup>
- (2) New Edge converting from a Delaware corporation to a Delaware limited liability company and immediately changing its name to EarthLink Business, LLC;
- (3) New Edge becoming the new direct parent company of CTC;<sup>8</sup>
- (4) DeltaCom converting from an Alabama corporation to an Alabama limited liability company; and
- (5) ITC^DeltaCom, Inc. ("ITC^DeltaCom") becoming the new direct parent of DeltaCom.<sup>9</sup>

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 (*see also* Exhibit C, depicting the corporate organization of the SD Certificated Entities and their direct and indirect parent companies).

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<sup>7</sup> This will result from the merger of New Edge Holding, LLC (f/k/a New Edge Holding Company), New Edge's current direct parent, with and into EarthLink Business Holdings, LLC, whereupon the separate existence of New Edge Holding, LLC will cease and EarthLink Business Holdings, LLC will be the surviving entity.

<sup>8</sup> This will result from the merger of One Communications Corp. d/b/a EarthLink Business, CTC's current direct parent, with and into New Edge, whereupon the separate existence of One Communications Corp. d/b/a EarthLink Business will cease and New Edge will be the surviving entity.

<sup>9</sup> This will result from IFN distributing its membership interests in DeltaCom to ITC^DeltaCom.

The *pro forma* intra-company changes have not, and will not, result in any change to the ultimate ownership of any of the SD Certificated Entities. The conversions of New Edge and DeltaCom to limited liability companies were merely changes in their corporate form – the conversions were accomplished through “check-the-box” filings in the applicable state(s) and did not entail any merger or other transactions that extinguish the existence of New Edge or DeltaCom, and the names under which each of these entities conducts business have not changed.<sup>10</sup> As a result, the customers of New Edge and DeltaCom continue to be served by the same entities from whom they previously obtained service and continue to receive invoices for services from EarthLink Business. Moreover, the customers of the SD Certificated Entities continue and will continue to receive services from EarthLink Business under the same rates, terms and conditions of service as provided by EarthLink Business before the changes. Accordingly, the conversions and name changes of New Edge and DeltaCom have been, and the other *pro forma* intra-company changes will be, transparent to the customers of EarthLink Business.

#### **Public Interest Considerations**

The Parties submit that the *pro forma* intra-company changes described herein are in the public interest. The *pro forma* changes will simplify EarthLink’s existing corporate structure and thereby reduce its reporting and accounting burdens and provide other operational efficiencies. The *pro forma* changes will also allow EarthLink’s business units to take advantage of their core focus and strengths to the benefit of their customers. As a result of the efficiencies and focus, EarthLink and its subsidiaries will become stronger competitors to the ultimate benefit of consumers.

Furthermore, the *pro forma* changes will be virtually transparent to customers and will not result in any change in their services. Since all affected customers are already familiar with, and are receiving services and invoices from the EarthLink Business brand, the *pro forma* intra-company changes will not result in customer confusion. Moreover, the rates, terms and conditions of their services will not change as a result of these purely intra-company changes.

Finally, all of EarthLink’s subsidiaries, including the Parties, have the same corporate officers. Therefore, there will be no change in the managerial qualifications of the telecommunications provider serving the affected customers.

\* \* \* \*

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<sup>10</sup> As described above, New Edge no longer uses a d/b/a of EarthLink Business, since New Edge’s legal name is now EarthLink Business, LLC as a result of its name change.

Patricia Van Gerpen, Executive Director  
November 29, 2012  
Page 7

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. Should you have any questions regarding this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,



Jean L. Kiddoo  
Brett P. Ferencak

Counsel for the Parties

**LIST OF EXHIBITS**

- |           |  |
|-----------|--|
| Exhibit A | Current Corporate Organization of EarthLink  |
| Exhibit B | Proposed Corporate Organization of EarthLink   |
| Exhibit C | Corporate Organization of the SD Certificated Entities Before and After the <i>Pro Forma</i> Intra-Company Changes |
| Exhibit D | DeltaCom Conversion Documents, Authority to Transact Business in SD and Registration of Trade Name                 |
| Exhibit E | New Edge Conversion and Name Change Documents and Authority to Transact Business in South Dakota                   |

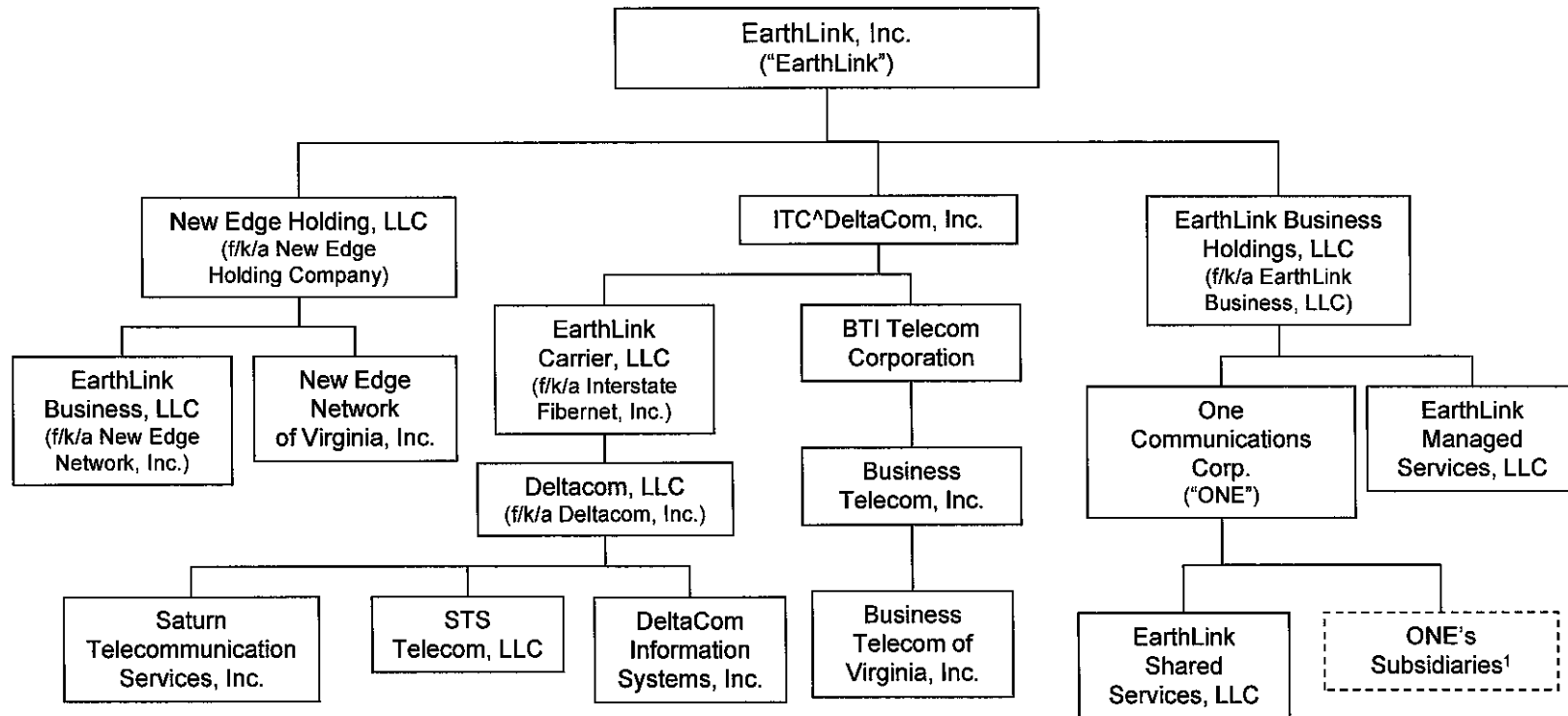


**EXHIBIT A**

**Current Corporate Organization of EarthLink**

## EXHIBIT A

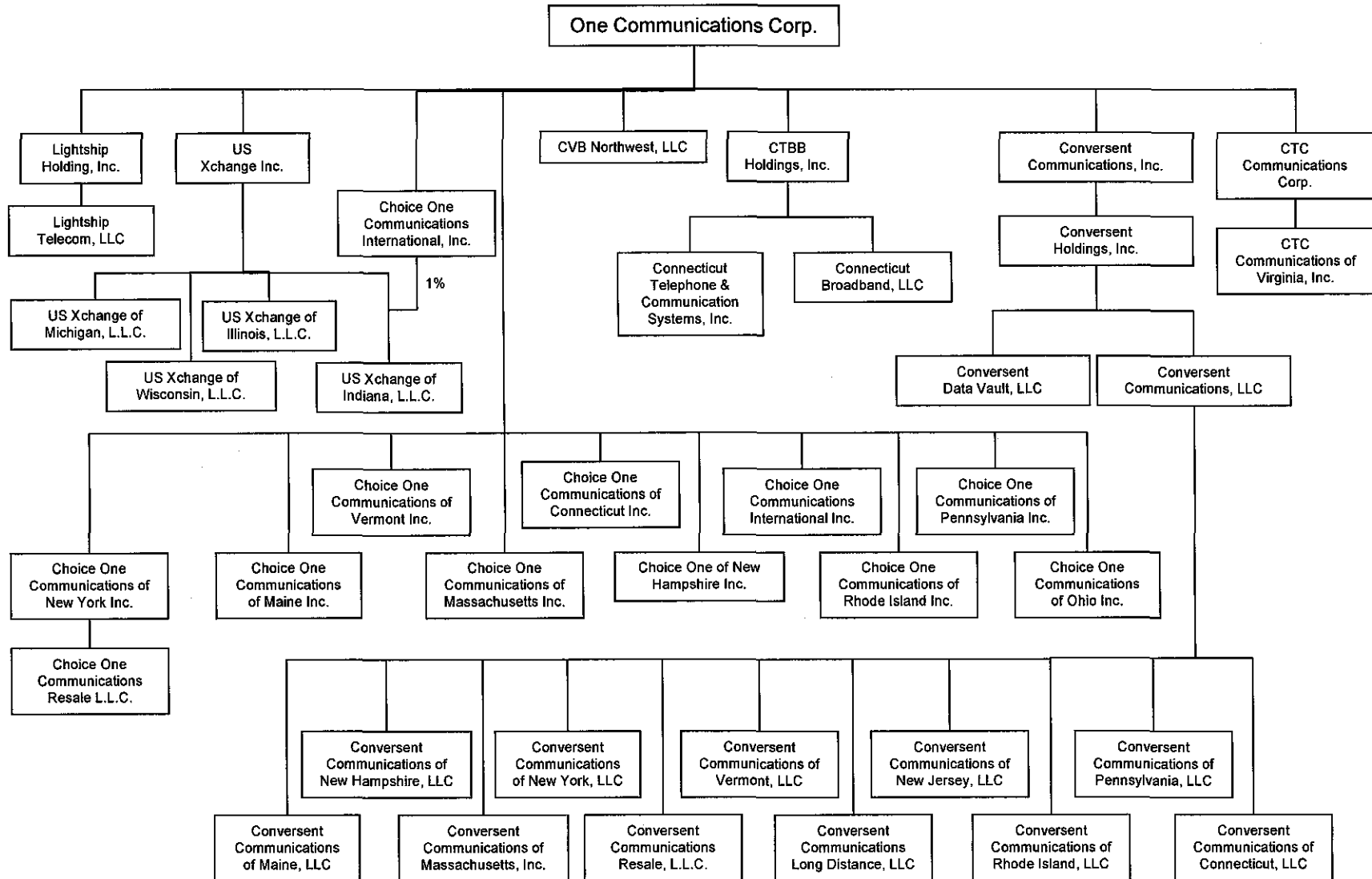
### Current Corporate Organization of EarthLink



<sup>1</sup> See the chart labeled "Current Corporate Organization of ONE's Subsidiaries".

## EXHIBIT A

### Current Corporate Organization of ONE's Subsidiaries\*

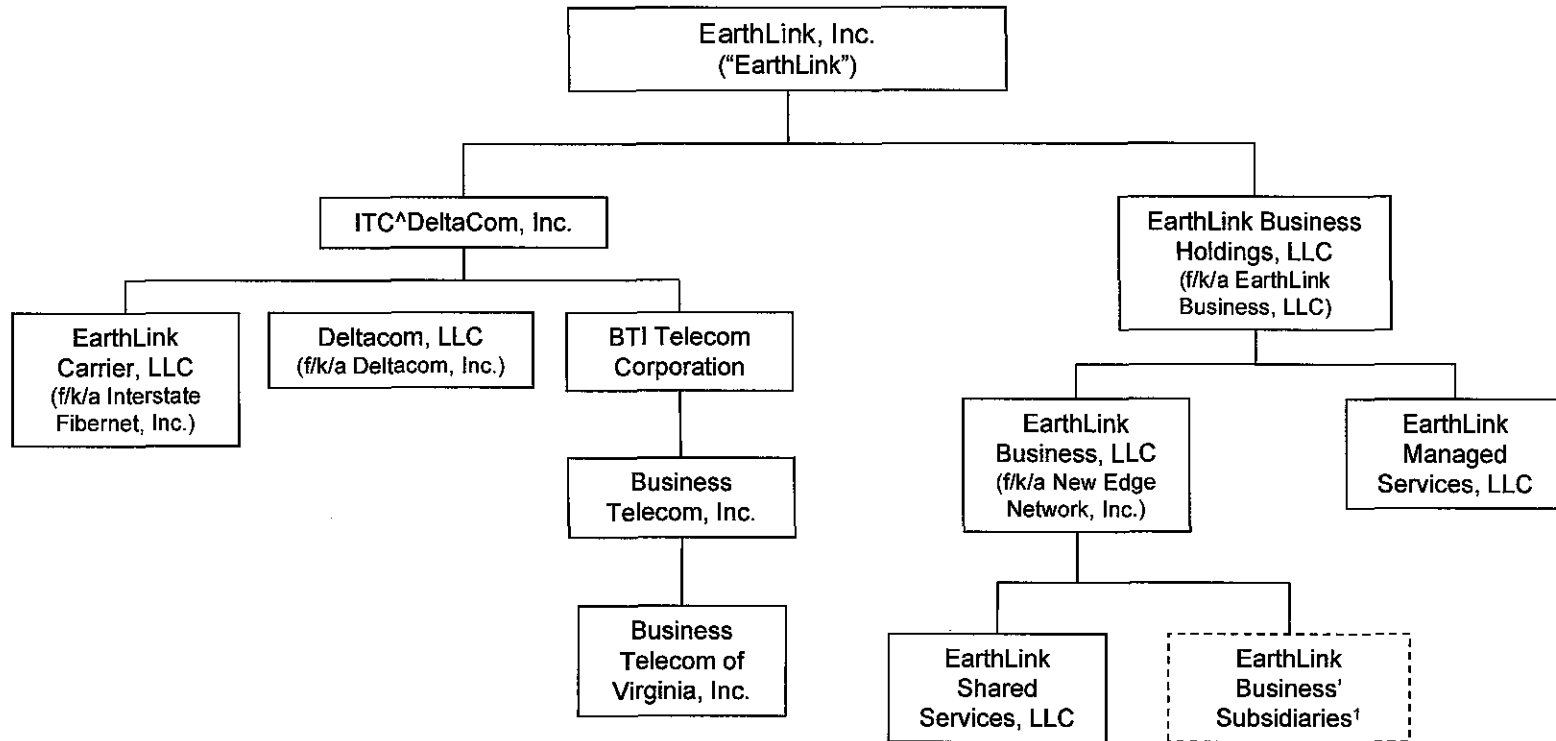


**EXHIBIT B**

**Proposed Corporate Organization of EarthLink**

**EXHIBIT B**

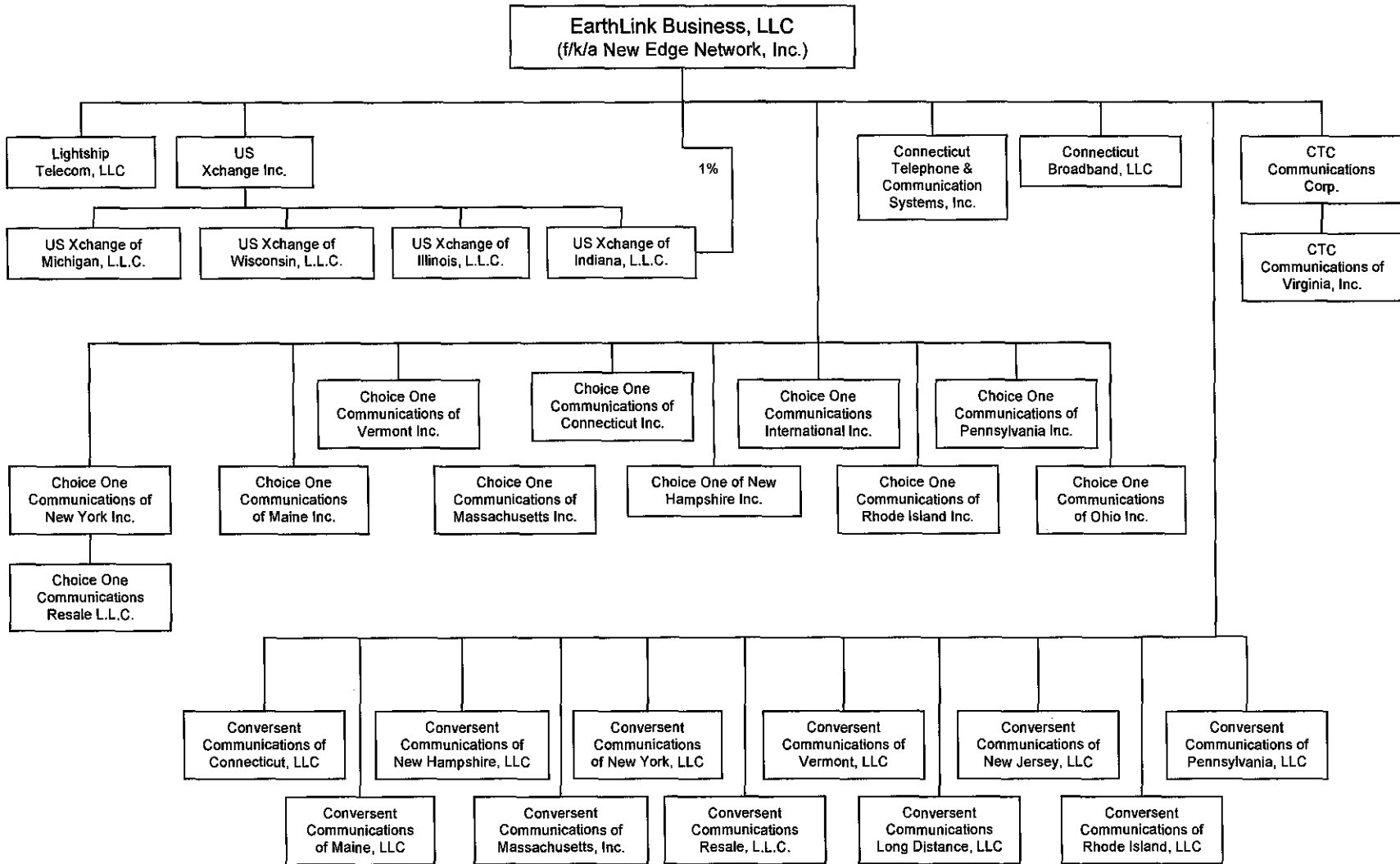
**Proposed Corporate Organization of EarthLink**



<sup>1</sup> See the chart labeled "Proposed Corporate Organization of EarthLink Business' Subsidiaries".

## EXHIBIT B

### Proposed Corporate Organization of EarthLink Business' Subsidiaries



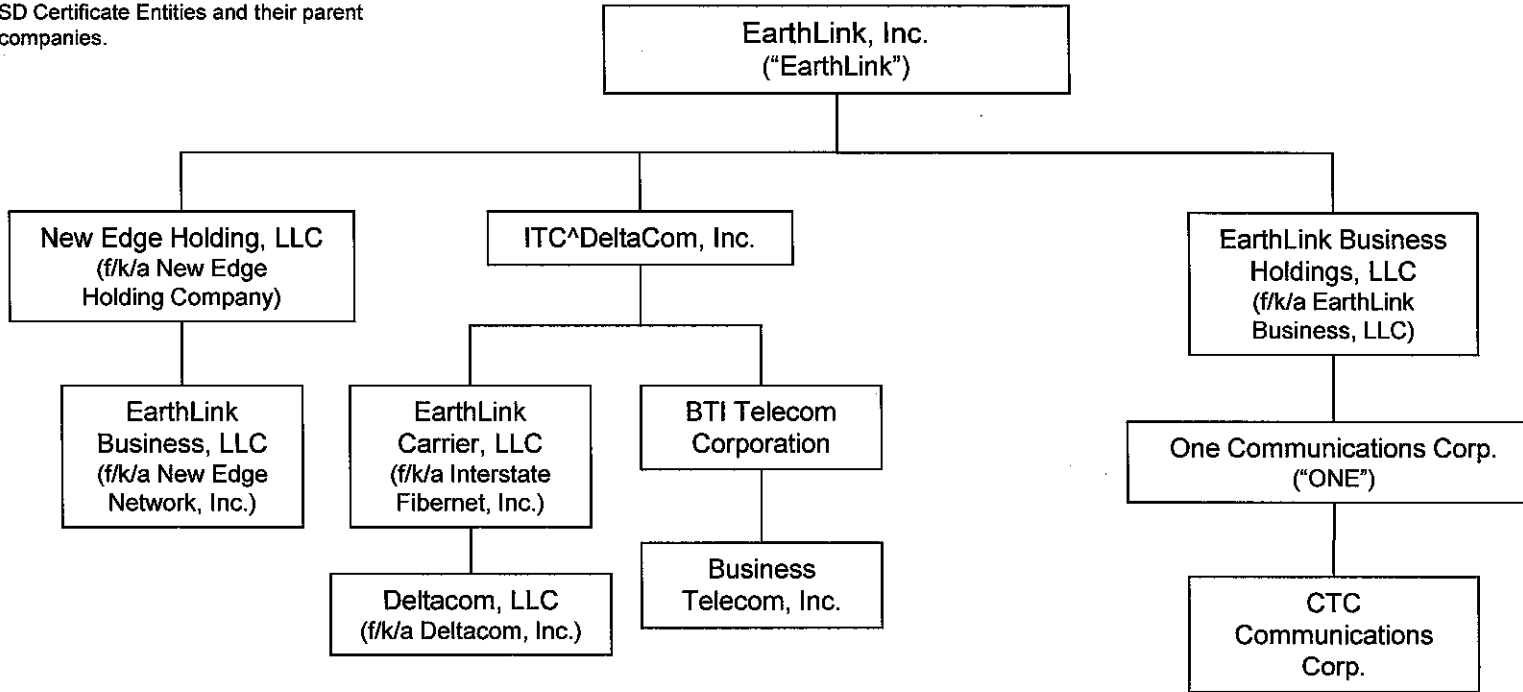
**EXHIBIT C**

**Corporate Organization of the SD Certificated Entities Before and  
After the *Pro Forma* Intra-Company Changes**

## EXHIBIT C

### Current Corporate Organization of the SD Certificated Entities

\* The entities listed herein only include the SD Certificate Entities and their parent companies.

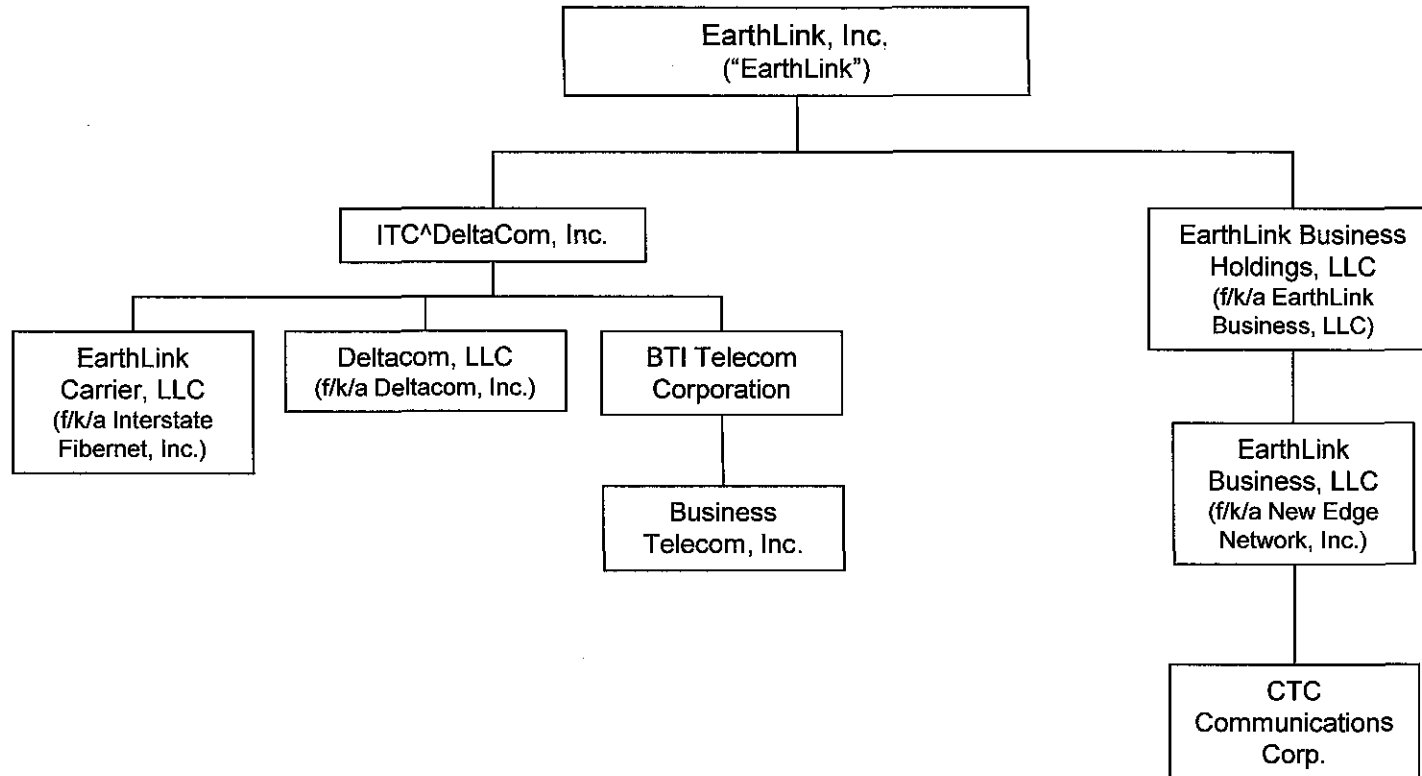




## EXHIBIT C

### Proposed Corporate Organization of the SD Certificated Entities

\* The entities listed herein only include the SD Certificated Entities and their parent companies.



**EXHIBIT D**

**DeltaCom Conversion Documents, Authority to Transact Business in SD and  
Registration of Trade Name**

Beth Chapman  
Secretary of State

P. O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

**I, Beth Chapman, Secretary of State of Alabama, having custody of the  
Great and Principal Seal of said State, do hereby certify that**

as appears on file and of record in this office, the pages hereto attached, contain a  
true, accurate, and literal copy of the Conversion filed on behalf of DeltaCom,  
LLC, as received and filed in the Office of the Secretary of State on 08/29/2012.



20121008000001130

In Testimony Whereof, I have hereunto set my  
hand  
Capitol, in the city of Montgomery, on this day.

10/08/2012

Date

*Beth Chapman*

Beth Chapman

Secretary of State

Alabama  
Sec. Of State

Entity Change	D/C
086-697	8/29/2012
Date	17:00
Time	3 Pg
121005	
File	\$25.00
Ackn	\$0.00
Exp	\$100.00
Total	\$125.00
95/001	

**CERTIFICATE OF FORMATION  
AND STATEMENT OF CONVERSION  
OF  
DELTACOM, LLC**

Marshall County, Alabama  
2012 August -29 12:11PM  
Inst Book Page Pages  
3087862 6148 66 3  
ARTICLES OF ORGANIZ  
ARTICLES 50.00 INDEX FEE 1.00  
PROBATE F 5.00  
Total Fees 56.00  
Via Mitchell Judge of Probate

For the purpose of converting an Alabama corporation to an Alabama limited liability company pursuant to the Alabama Business and Nonprofit Entity Code (the "Code") and, thereby, forming a limited liability company under the Alabama Limited Liability Company Law (the "Act"), the undersigned does hereby sign and adopt this Certificate of Formation.

**ARTICLE I  
NAME**

The name of the limited liability company (the "Company") is: DeltaCom, LLC and the address of the Company is 1375 Peachtree Street, Atlanta, GA 30309.

**ARTICLE II  
STATEMENT OF CONVERSION**

The Company was converted from an Alabama corporation. The former name of the Company was DeltaCom, Inc. which was formed on April 7, 1982; and the address of DeltaCom, Inc. was 4092 S. Memorial Parkway, Huntsville, AL 35802. Articles of Incorporation of DeltaCom, Inc., as well as Articles of Dissolution filed in connection with the conversion of the Company, are both filed in the office of the Judge of Probate of Marshall County, Alabama. The conversion of the Company from a corporation to a limited liability company was approved pursuant to Section 10-1-8.01 of the Code.

**ARTICLE III  
EFFECTIVE DATE**

The organization of the Company, and the conversion of the DeltaCom, Inc. into the Company is to be effective as of 4:00 p.m. on August 29, 2012.

**ARTICLE IV  
PERIOD OF DURATION**

The period of duration of the Company shall be perpetual.

**ARTICLE V  
PURPOSE**

The purposes, objects and powers of the Company are to engage in any lawful business for which limited liability companies may be organized in Alabama under the Act. Without limiting the scope and generality of the foregoing, the purposes, objects and powers of the Company shall include operating as a resale common carrier.

**ARTICLE VI  
REGISTERED OFFICE AND AGENT**

The street address and mailing address of the initial registered office of the Company is 150 S. Perry Street, Montgomery, AL 36104. The initial registered agent at such address is National Registered Agents Inc.

Alabama			
Sec. Of State			
Entity Change	D/C		
086-697			
Date	8/29/2012		
Time	17:00		
121085	5 Pg		
File	\$25.00		
Ackn	\$1.00		
Exp	\$100.00		
Total	\$125.00		
05/001			

**ARTICLE VII  
INITIAL MEMBER**

The name and mailing address of the initial member of the Company (the "Member") are as follows:

InterState FiberNet, Inc.  
1375 Peachtree Street  
Atlanta, Georgia 30309

**ARTICLE VIII  
ADMISSION OF ADDITIONAL MEMBERS**

From and after the date of the formation of the Company, any person or entity acceptable to the Member may become a Member in this Company either by the issuance by the Company of membership interests for such consideration as the member by its vote shall determine, or a transferee of the Member's membership interest or any portion thereof as approved by the member by its vote, subject to the terms and conditions of these Articles and the operating agreement of the Company.

**ARTICLE IX  
CONTINUATION OF BUSINESS**

In the event of the death, retirement, resignation, expulsion or dissolution of any Member the remaining Member or Members, if any, shall automatically continue the business of the Company, except as provided in the operating agreement of the Company.

**ARTICLE X  
MANAGEMENT**

The Company is managed by its Member.

**ARTICLE XI  
INTERNAL AFFAIRS**

The operating agreement of the Company shall be executed by each Member of the Company and the Company and shall set forth all provisions for the regulation of the internal affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with the laws of Alabama or these Articles. The operating agreement of the Company may include, without limitation, provisions regarding members, Company capital, allocations, distributions, management of the Company, transfers of interest, dissolution, accounting and records, the tax matters partner and indemnification.

[Signature Page to Follow]

**IN WITNESS WHEREOF**, the undersigned Member has executed this certificate this 27 day of August, 2012.

**INTERSTATE FIBERNET, INC.**

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

20081443-v1

Alabama  
Sec. Of State

Entity Change  
086-697 D/C  
Date 8/29/2012  
Time 17:00  
121005 5 Pg

File \$25.00  
Ackn \$.00  
Exp \$100.00

Total \$125.00  
05/001

**ARTICLES OF DISSOLUTION  
AND STATEMENT OF CONVERSION  
OF  
DELTACOM, INC.**

Marshall County, Alabama  
2012 August -29 12:09PM  
Inst Book Page Pages  
3087861 \$148 64 2  
-----ARTICLES OF DISSOLUTION-----  
DISSOLUTION 50.00 INDEX FEE 1.00  
PROBATE F 5.00  
Total Fees ----- 56.00  
Tia Mitchell Judge of Probate

For the purpose of converting an Alabama corporation to an Alabama limited liability company pursuant to the Alabama Business and Nonprofit Entity Code (the "Code") and, thereby, dissolving a corporation under the Alabama Business Corporation Law (the "Act"), the undersigned docs hereby sign and adopt these Articles of Dissolution.

**ARTICLE I  
NAME**

The name of the corporation (the "Corporation") is: DeltaCom, Inc.

**ARTICLE II  
STATEMENT OF CONVERSION**

The Corporation was converted to an Alabama limited liability company. The name of the entity to which the Corporation is converted is DeltaCom, LLC. The Articles of Organization filed in connection with the conversion of the Corporation are being filed in the office of the Judge of Probate of Marshall County, Alabama.

**ARTICLE III  
EFFECTIVE DATE**

The dissolution of the Corporation, and the conversion of the Corporation into DeltaCom, LLC is to be effective as of 4:00 p.m. on August 29, 2012.

**ARTICLE IV  
AUTHORIZATION OF DISSOLUTION AND CONVERSION**

The conversion of the Corporation into a limited liability company and, thereby, the dissolution of the Corporation was approved unanimously by the board of directors and the sole shareholder of the Company by written consent in accordance with the Act and the Code, as applicable, on August 27, 2012.

[Signature Page to Follow]

20081435v1

Alabama  
Sec. Of State

Entity Change  
086-697 D/C  
Date 8/29/2012  
Time 17:00  
121005 5 Pg

File \$25.00  
Ackn \$.00  
Exp \$100.00

-----  
Total \$125.00  
05/001

IN WITNESS WHEREOF, the undersigned has executed this certificate this 27 day of August, 2012.

DELTACOM, INC.

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

20081430v1

Alabama  
Sec. Of State

Entity Change  
086-697 D/C  
Date 8/29/2012  
Time 17:00  
121005 5 Pg

File \$25.00  
Ackn \$1.00  
Exp \$100.00

Total \$125.00  
05/001



# State of South Dakota



## OFFICE OF THE SECRETARY OF STATE

### Certificate of Authority Limited Liability Company

ORGANIZATIONAL ID #: FL006556

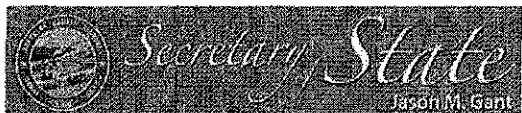
I, **Jason M. Gant**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Application for a Certificate of Authority of **DeltaCom, LLC (AL)** to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Limited Liability Company Act, have been received in this office and are found to conform to law.

**ACCORDINGLY** and by virtue of the authority vested in me by law, I hereby issue this Certificate of Authority and attach hereto a duplicate of the application for certificate of authority.

**IN TESTIMONY WHEREOF**, I have hereunto set my hand and caused to be affixed the Great Seal of the State of South Dakota, in Pierre, the Capital City, this October 29, 2012.



**Jason M. Gant**  
Secretary of State



[Home](#) | [Register a Name](#) | [Amend/Renew a Name](#) | [Search](#) | [User Guide](#) | [FAQS](#) | [General Help](#) | [Email](#)

### Fictitious Name Registration Business Information

Business Name: EarthLink Business  
Registration Expires: 11/6/2017  
Business Address: 1375 Peachtree Street  
City: Atlanta  
Country: USA  
State/Province: Georgia  
Zip/Postal Code: 30309  
Phone Number: 404-815-0770  
Filing County: State

[View Registrations](#) [View Counterparts](#) [Finished](#)



[Home](#) | [Register a Name](#) | [Amend/Renew a Name](#) | [Search](#) | [User Guide](#) | [FAQS](#) | [General Help](#) | [Email](#)

**Fictitious Name Registration  
Owner Information**

Owner Name: DeltaCom, LLC  
Owner Address: 7037 Old Madison Pike  
City: Huntsville  
Country: USA  
State/Province: Alabama  
Zip/Postal Code: 35806  
Phone Number: 256-382-5900

[View Business](#) [Finished](#)

**EXHIBIT E**

**New Edge Conversion and Name Change Documents and  
Authority to Transact Business in South Dakota**

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "NEW EDGE NETWORK, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "NEW EDGE NETWORK, INC." TO "EARTHLINK BUSINESS, LLC", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF AUGUST, A.D. 2012, AT 6:32 O'CLOCK P.M.



3049857 8100V

120975544

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9808367

DATE: 08-28-12

**CERTIFICATE OF CONVERSION  
OF  
NEW EDGE NETWORK, INC.**


This Certificate of Conversion of **NEW EDGE NETWORK, INC.**, a Delaware corporation (the "Corporation"), dated this 27<sup>th</sup> day of August, 2012 is being duly executed and filed on behalf of the Corporation by an authorized person, to convert the Corporation to a limited liability company under the Delaware Limited Liability Company Act (*Del. Code Ann. tit. 6 §18-214*) and the Delaware General Corporation Law.

1. The name of the Corporation is New Edge Network, Inc., a Delaware corporation.
2. The original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on June 1, 1999.
3. The name of the limited liability company into which the Corporation shall be converted is "EarthLink Business, LLC" as set forth in its Certificate of Formation.
4. The conversion of the Corporation shall be effective upon the filing of this Certificate of Conversion.

[Signatures Page to Follow]

**IN WITNESS WHEREOF**, the undersigned has executed this certificate as of the date first above written.

NEW EDGE NETWORK, INC.

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

# Delaware

PAGE 2

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "EARTHLINK BUSINESS, LLC" FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF AUGUST, A.D. 2012, AT 6:32 O'CLOCK P.M.



3049857 8100V

120975544

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9808367

DATE: 08-28-12




State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 06:31 PM 08/27/2012  
FILED 06:32 PM 08/27/2012  
SRV 120975544 - 3049857 FILE

**CERTIFICATE OF FORMATION  
OF  
EARTHLINK BUSINESS, LLC**

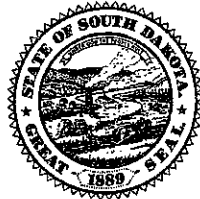
1. The name of the limited liability company is EarthLink Business, LLC.
2. The address of its registered office in the State of Delaware is 160 Greentree Drive, Suite 101, in the City of Dover, County of Kent, Delaware 19904. The name of its registered agent at such address is National Registered Agents, Inc.
3. This Certificate of Formation shall be effective upon its filing.

[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of EarthLink Business, LLC, this 27 day of August, 2012.

  
\_\_\_\_\_  
Samuel R. DeSimone, an Authorized Person

# State of South Dakota



## OFFICE OF THE SECRETARY OF STATE

### Certificate of Authority Limited Liability Company

ORGANIZATIONAL ID #: FL006509

I, **Jason M. Gant**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Application for a Certificate of Authority of **EARTHLINK BUSINESS, LLC (DE)** to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Limited Liability Company Act, have been received in this office and are found to conform to law.

**ACCORDINGLY** and by virtue of the authority vested in me by law, I hereby issue this Certificate of Authority and attach hereto a duplicate of the application for certificate of authority.

**IN TESTIMONY WHEREOF**, I have hereunto set my hand and caused to be affixed the Great Seal of the State of South Dakota, in Pierre, the Capital City, this September 26, 2012.



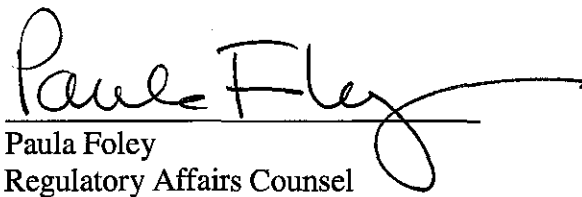
**Jason M. Gant**  
Secretary of State

**VERIFICATION**

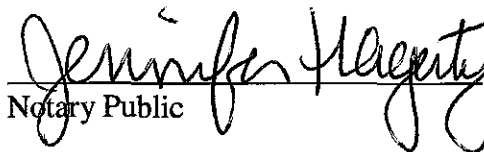
**VERIFICATION**

COMMONWEALTH OF MASSACHUSETTS §  
COUNTY OF MIDDLESEX §

I, Paula Foley, state that I am Regulatory Affairs 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 matters set forth in the filing are true and correct to the best of my knowledge, information, and belief.

  
Paula Foley  
Regulatory Affairs Counsel  
EarthLink, Inc.

SWORN TO AND SUBSCRIBED before me on the 20 day of September, 2012.

  
Notary Public

My commission expires: 12/7/18