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November 24, 2014

**VIA E-FILING**

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

**Re:   Business Telecom, LLC d/b/a EarthLink Business**  
**Notification of Conversion and Associated Change to Legal Name**

Dear Ms. Van Gerpen:

On behalf of Business Telecom, LLC d/b/a EarthLink Business (formerly known as Business Telecom, Inc. d/b/a EarthLink Business) (the “Company”), this letter notifies the Commission (1) that the Company converted from a North Carolina corporation to a North Carolina limited liability company<sup>1</sup> and (2) of the resulting change in legal name to “Business Telecom, LLC d/b/a EarthLink Business.” The Company requests that the Board update its records, including the Company’s registration,<sup>2</sup> to reflect the conversion and resulting name change. The conversion of the Company to a limited liability company was merely a change in its corporate form accomplished through the filing of Articles of Conversion in North Carolina and did not entail any merger or other transactions interrupting the existence of the Company.

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<sup>1</sup> The Company notified the Commission of the proposed conversion and resulting name change in its *Notification of Business Telecom, Inc., CTC Communications Corp., DeltaCom, LLC and EarthLink Business, LLC Regarding Certain Pro Forma Intra-Company Changes*, Letter from Jean L. Kiddoo and Brett P. Ferenchak, Bingham McCutchen LLP, Counsel for Business Telecom, Inc. et al., to Patricia Van Gerpen, Executive Director, South Dakota Public Utilities Commission (dated October 9, 2013). But at that time the Company had not completed the conversion or received its updated authority to transact business.

<sup>2</sup> The Company is authorized to provide long distance services pursuant to its registration approved in Docket No. TC95-108.

Patricia Van Gerpen, Executive Director  
November 24, 2014  
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Attached hereto are the Company's conversion documents and updated authorization to transact business and fictitious name registration. The Company will separately submit any required tariff filing(s) to reflect these changes.

Please acknowledge receipt and acceptance of this filing. Please do not hesitate to contact us if you have any questions.

Respectfully submitted,



Catherine Wang  
Brett P. Ferenchak

Counsel for the Company

**ATTACHMENTS**

**Articles of Conversion, Updated Authority to Transact Business  
and Updated Fictitious Name Registration**

**ARTICLES OF ORGANIZATION  
INCLUDING ARTICLES OF CONVERSION  
OF  
BUSINESS TELECOM, INC.**

**December 20, 2013**

Pursuant to §§ 57C-2-21, 57C-9A-01 and 57C-9A-03 of the General Statutes of North Carolina, the undersigned converting business entity does hereby submit these Articles of Organization including Articles of Conversion (the "Articles") for the purpose of forming a limited liability company.

1. The name of the limited liability company is "Business Telecom, LLC" (the "Company").
2. The Company is being formed pursuant to the conversion of another business entity.
3. The name of the converting business entity is "Business Telecom, Inc." (the "Converting Corporation") and the organization and internal affairs of the Converting Corporation are governed by the laws of the state North Carolina.
4. A plan of conversion has been approved by the Converting Corporation as required by law.
5. There shall be no limit on the duration of the Company.
6. The name and address of the person executing these articles of organization is Samuel R. DeSimone, Jr., 1375 Peachtree Street, Level A, Atlanta, GA 30309, in his capacity as Executive Vice President, General Counsel and Secretary of BTI Telecom Corp., a North Carolina corporation, the sole stockholder of the Converting Corporation (immediately prior to the conversion) and the sole member of the Company (immediately following the conversion).
7. The name of the initial registered agent of the Company along with its street and mailing address and county is as follows:  
National Registered Agents, Inc.  
150 Fayetteville St. Box 1011  
Raleigh, NC 27601  
Wake County
8. The principal office telephone number, street and mailing address and county of the Company are as follows:  
(404) 815-0770  
1375 Peachtree Street, Level A  
Atlanta, GA 30309  
Fulton County
9. The Company shall be managed by its Members and all members by virtue of their status as members shall be managers of this limited liability company.
10. These articles will be effective at 11:58 p.m. on December 31, 2013.

IN WITNESS WHEREOF, the undersigned has caused these Articles to be executed by its authorized representative as of the day and year first above written as sole stockholder of the Converting Corporation (immediately prior to the conversion) and sole member of the Company (immediately following the conversion).

BTI TELECOM CORP., a North Carolina corporation

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

# State of South Dakota



## OFFICE OF THE SECRETARY OF STATE

### Certificate of Authority Foreign LLC

ORGANIZATIONAL ID# FL042360

**I, Jason Gant**, Secretary of State of the State of South Dakota, hereby certify that the Certificate of Authority of

BUSINESS TELECOM, LLC

duly signed and verified, 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 Certificate of Authority.

**IN TESTIMONY WHEREOF**,  
I have hereunto set my hand and  
affixed the Great Seal of the  
State of South Dakota, at Pierre,  
the Capital, this 01/16/2014.



**Jason M. Gant**  
Secretary of State

1/16/2014 1:35:25 PM  
Change ID: 944195

## Fictitious Business Name Registration Receipt from the Central Filing System of the Secretary of State's Office.

The described business hereby certifies that they will engage in, conduct, or operate a business for profit under the fictitious name of:

### EarthLink Business

Owner Name	Residence Address	Post Office Address
Business Telecom, LLC	1375 Peachtree Street Atlanta Georgia 30309	

That the address where the main office of such business is to be maintained is:

1375 Peachtree Street Atlanta Georgia 30309

**Receipt Number: 172521**  
**Amendment Date: 1/28/2014**  
**Filed By: Samuel R. DeSimone, Jr.**  
**Amount Paid: \$10.00**

Finished

Print This Page for Confirmation and Details

**Amendment:** An amendment should be filed when some substantive item about the business changes such as change in ownership, business name change, address change, etc. When an amendment is done it automatically renews the business registration information and extends the expiration date by making it 5 years from the amendment date.

**Renewal:** A renewal needs to be filed every 5 years if no amendments are made to the business.