# BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Joint	) Application No. C-4630
Application of Business	)
Telecom, Inc. DeltaCom, LLC,	)
and Earthlink Business, LLC,	) GRANTED
Atlanta, Georgia, seeking	)
approval of certain pro forma	)
intra-company changes.	) Entered: November 25, 2013

#### BY THE COMMISSION:

On September 30, 2013, a joint application was filed by Business Telecom, Inc. d/b/a EarthLink Business III (BTI), DeltaCom, LLC d/b/a EarthLink Business I (DeltaCom) and EarthLink Business, LLC (EarthLink Business) (collectively the "Applicants") of Atlanta, Georgia, seeking approval of certain pro forma intra-company changes. Notice of the application was published in The Daily Record, Omaha, Nebraska, on October 3, 2013. No protests were filed; therefore, this application is processed pursuant to the Commission's Rule of Modified Procedure.

# OPINION AND FINDINGS

#### The Parties:

EarthLink is a publicly traded Delaware corporation with a principal business office at 1375 Peachtree Street, Atlanta, Georgia. The company is a provider of Internet Protocol (IP) and telecommunications infrastructure services to other telecommunications carriers, businesses, enterprise organizations and individual customers. In Nebraska, EarthLink has three subsidiaries that are authorized to provide telecommunications services: BTI, a North Carolina corporation, DeltaCom, and Alabama limited liability company, and EarthLink Business, a Delaware limited liability company. Description of the Transaction:

EarthLink has determined that its business would be more efficient from a management operations, regulatory, accounting,

<sup>&</sup>lt;sup>1</sup>BTI is authorized to provide resold interexchange telecommunications services pursuant to a Certificate granted in Docket C-1245.

<sup>&</sup>lt;sup>2</sup> DeltaCom is authorized to provide resold interexchange telecommunications services pursuant to a Certificate granted in Docket C-1436.

 $<sup>^3</sup>$  EarthLink is authorized toprovide resold and facilities-based local exchange telecommunications services pursuant to a certificate granted in Docket C-2128 and interexchange telecommunications services pursuant to a certificate granted in Docket C-2127.

financial and customer perspective by further realigning and reducing its subsidiaries and establishing a holding company with no operations as the publicly traded parent company for the Company. The various intra-company changes will result in (1) BTI and DeltaCom becoming direct subsidiaries of EarthLink Business; (2) establishing EarthLink Holdings, Inc. as the new publicly traded holding company between EarthLink and its current shareholders and converting EarthLink to a Delaware limited liability company; and (3) subsequent to completing steps (1) and (2) above, EarthLink may possibly contribute its membership interests in EarthLink Business Holdings, LLC, to EarthLink Holdings which would remove the EarthLink entity as an intermediate holding company in the chain of ownership between the Nebraska certificated entities and their ultimate parent EarthLink Holdings. According to the Applicants, the intracompany changes will not result in any change in the Nebraska entities' management or day-to-day operations or adversely affect current or proposed operations in Nebraska. The changes will be transparent to customers and will not result in any change in customers' service quality, rates, or terms conditions of service.

Based upon the above information, the Commission finds the application to be fair and reasonable, in the public interest. Therefore, the application should be granted.

### ORDER

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-4630 be, and it is hereby, granted.

MADE AND ENTERED at Lincoln, Nebraska, this 25th day of November, 2013.

NEBRASKA PUBLIC SERVICE COMMISSION

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COMMISSIONERS CONCURRING:

The Selvan

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Just Light

Chair

ATTEST:

//s//Anne Chamboyle //s//Frank E. Landis

Executive Director