



PUBLIC NOTICE

Federal Communications Commission
445 12th St., S.W.
Washington, D.C. 20554

News Media Information 202 / 418-0500
Internet: <http://www.fcc.gov>
TTY: 1-888-835-5322

Docket No. 10-00231

DA 11-23

Released: January 6, 2011

DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF ONE COMMUNICATIONS CORP. TO EARTHLINK, INC

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 11-1

Comments Due: January 20, 2011

Reply Comments Due: January 27, 2011

On December 23, 2010, One Communications Corp. (One Communications) and EarthLink, Inc. (EarthLink) (together, Applicants) filed an application pursuant to section 63.03 of the Commission's rules¹ to request authority to transfer indirect control of One Communications Corp. (One Communications) and its subsidiaries (One Licensees)² to EarthLink.

¹ 47 C.F.R. § 63.03; see 47 U.S.C. § 214. Applicants also filed an application for transfer of control associated with authorizations for international services. Any action on this domestic section 214 application is without prejudice to Commission action on other pending applications.

² Except as noted, all of the One Licensees are Delaware corporations and provide service in the states after which they are named. The One Licensees are: Choice One Communications, Inc.; Choice One Communications of Connecticut Inc.; Choice One Communications of New York Inc.; Choice One Communications of Maine Inc., a Maine corporation; Choice One Communications of Massachusetts Inc.; Choice One Communications of Ohio; Choice One Communications of Pennsylvania Inc.; Choice One Communications of Rhode Island Inc.; Choice One Communications of New Hampshire Inc.; US Xchange of Illinois, L.L.C.; US Xchange of Indiana, L.L.C.; US Xchange of Michigan, L.L.C.; US Xchange of Wisconsin, L.L.C.; CTC Communications Corp., a Massachusetts corporation providing service in the District of Columbia and all states except Alaska, Hawaii, Nebraska and Virginia; CTC Communications of Virginia, Inc., a Virginia corporation; Lightship Telecom, LLC providing service in Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island and Vermont; Connecticut Broadband, LLC f/k/a Partner Communications, LLC, a Connecticut limited liability corporation; Connecticut Telephone and Communications Systems, Inc., a Connecticut corporation; Conversent Communications of Connecticut, LLC, a Connecticut limited liability corporation; Conversent Communications of Massachusetts, LLC, a Massachusetts limited liability corporation; Conversent Communications of Maine, LLC, a Maine limited liability corporation; Conversent Communications of New York, LLC, a New York limited liability corporation; Conversent Communications of New Hampshire, LLC, a New Hampshire limited liability corporation; Conversent Communications of New Jersey, LLC, a New Jersey limited liability corporation; Conversent Communications of Pennsylvania, LLC, a Pennsylvania limited liability corporation; Conversent Communications of Rhode Island, LLC, a Rhode Island limited liability corporation; Conversent Communications of Vermont, LLC, a Vermont limited liability corporation.

The One Licensees are wholly-owned subsidiaries of One Communications Corp., a privately held Delaware corporation. Through its various operating subsidiaries, including the One Licensees, One Communications owns and manages a high-capacity fiber network spanning eighteen states across the Northeast, Mid-Atlantic and Upper Midwest, plus the District of Columbia. One Communications, through the One Licensees, provides telecommunications services and solutions to primarily to small, medium and large size businesses as well as small number of residential customers. Each of the One Licensees holds a blanket domestic section 214 authorization. All of the One Communications subsidiaries offer service under the name One Communications.

EarthLink, a publicly traded Delaware corporation, provides telecommunications infrastructure and services to businesses, enterprise organizations and individual customers across the United States. 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. EarthLink's regulated operating subsidiaries include New Edge Network, Inc., a Delaware corporation; DeltaCom, Inc., an Alabama corporation; Interstate FiberNet, Inc., a Delaware corporation; Business Telecom, Inc., a North Carolina corporation; and Business Telecom of Virginia, Inc., a Virginia corporation (collectively, the EarthLink Licensees). Through the EarthLink Licensees, EarthLink provides traditional and Internet Protocol voice and data services in all 50 states plus the District of Columbia. Except for Business Telecom of Virginia, the EarthLink Licensees each hold a blanket a domestic section 214 authorization and hold the international section 214 authorizations. Applicants state that no other person or entity directly or indirectly owns or controls a ten percent or more interest in EarthLink.

Pursuant to the Agreement and Plan of Merger by and among EarthLink, Egypt Acquisition Corp. (MergerCo), a Delaware corporation and an indirect, wholly-owned subsidiary of EarthLink created for purposes of the proposed transaction,³ One Communications and the Stockholder Representative, MergerCo will merge with and into One Communications, with One Communications continuing as the surviving entity. As a result of the transaction, the One Licensees will become wholly owned indirect subsidiaries of EarthLink. Thus, EarthLink will become the new ultimate parent company of One Communications and the One Licensees. Applicants assert that the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(i) of the Commission's rules and that a grant of the application will serve the public interest, convenience, and necessity.⁴

Domestic Section 214 Application Filed for the Transfer of Control of One Communications Corp. to EarthLink, Inc., WC Docket No. 11-1 (filed Dec. 23, 2010).

GENERAL INFORMATION

The Wireline Competition Bureau finds, upon initial review, that the transfer of control identified herein is acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 C.F.R. § 63.03(a), interested parties may file comments **on or before January 20, 2011**, and reply comments **on or before January 27, 2011**. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after

³ MergerCo is a wholly-owned direct subsidiary of EarthLink Business Holding Corp., itself a wholly-owned direct subsidiary of EarthLink and a Delaware corporation.

⁴ 47 C.F.R. § 63.03(b)(2)(i).

the date of this notice.⁵ Comments must be filed electronically using (1) the Commission's Electronic Comment Filing System (ECFS) or (2) the Federal Government's e-Rulemaking Portal. See 47 C.F.R. § 63.03(a) ("All comments on streamlined applications shall be filed electronically . . ."); *Electronic Filing of Documents in Rulemaking Proceedings*, 63 FR 24121 (1998).

- Comments may be filed electronically using the Internet by accessing the ECFS, <http://www.fcc.gov/cgb/ecfs/>, or the Federal e-Rulemaking Portal, <http://www.regulations.gov>. Filers should follow the instructions provided on the website for submitting comments.
- For ECFS filers, if multiple docket or rulemaking numbers appear in the caption of this proceeding, filers must transmit one electronic copy of the comments for each docket or rulemaking number referenced in the caption. In completing the transmittal screen, filers should include their full name, U.S. Postal Service mailing address, and the applicable docket or rulemaking number. Parties may also submit an electronic comment by Internet e-mail. To get filing instructions, filers should send an e-mail to ecfs@fcc.gov and include the following words in the body of the message, "get form." A sample form and directions will be sent in response.

In addition, e-mail one copy of each pleading to each of the following:

- 1) The Commission's duplicating contractor, Best Copy and Printing, Inc., fcc@bcpiweb.com; phone: (202) 488-5300; fax: (202) 488-5563;
- 2) Tracey Wilson, Competition Policy Division, Wireline Competition Bureau, tracey.wilson@fcc.gov;
- 3) Dennis Johnson, Competition Policy Division, Wireline Competition Bureau, dennis.johnson@fcc.gov;
- 4) David Krech, Policy Division, International Bureau, david.krech@fcc.gov; and
- 5) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

Filings and comments are available for public inspection and copying during regular business hours at the FCC Reference Information Center, Portals II, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. They may also be purchased from the Commission's duplicating contractor, Best Copy and Printing, Inc., Portals II, 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554; telephone: (202) 488-5300; fax: (202) 488-5563; e-mail: fcc@bcpiweb.com; url: www.bcpiweb.com.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at 202-418-0530 (voice), 202-418-0432 (tty).

For further information, please contact Tracey Wilson at (202) 418-1394 or Dennis Johnson at (202) 418-0809.

-FCC-

⁵ Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.