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**Morgan Lewis**  
C O U N S E L O R S   A T   L A W

**Catherine Wang**  
**Brett P. Ferenchak**  
catherine.wang@morganlewis.com  
brett.ferenchak@morganlewis.com

Docket No. 15-00028

March 2, 2015

**Via Overnight Courier and Electronic Mail**

Chairman Herbert H. Hilliard  
c/o Sharla Dillon, Dockets and Records Manager  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505  
[Sharla.Dillon@tn.gov](mailto:Sharla.Dillon@tn.gov)

Re: Business Telecom, LLC d/b/a EarthLink Business III  
Notification of Conversion and Resulting Name Change

Dear Chairman Hilliard:

Business Telecom, LLC d/b/a EarthLink Business III (formerly known as Business Telecom, Inc. d/b/a EarthLink Business III) (the “Company”) hereby notifies the Authority that the Company’s current legal name is “Business Telecom, LLC” as a result of its conversion from a North Carolina corporation to a North Carolina limited liability company. 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. The Company, therefore, requests that the records of the Commission, including the Company’s Certificate,<sup>1</sup> be updated to reflect its current name, “Business Telecom, LLC d/b/a EarthLink Business III.” Attached hereto are the Company’s conversion documents, authorization to transact business and assumed named registration in Tennessee. The Company will separately file an updated bond or letter of credit reflecting its new name. The Company will separately file a replacement switched access tariff reflecting its new name.

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<sup>1</sup> The Company is authorized to provide local exchange and interexchange telecommunications services pursuant to authority granted in Docket Nos. 95-02947 and 98-00126. The Company elected market regulation in Docket No. 11-00056.

Chairman Herbert H. Hilliard  
March 2, 2015  
Page 2

An original and four copies of this letter are enclosed for filing. Please date-stamp the extra copy of this letter 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,



Catherine Wang  
Brett P. Ferencak

Counsel for the Company

**ATTACHMENT**

**Conversion Documents, Authority to Transact Business and Assumed Name Registration**



**STATE OF TENNESSEE**  
**Tre Hargett, Secretary of State**  
Division of Business Services  
William R. Snodgrass Tower  
312 Rosa L. Parks AVE, 6th FL  
Nashville, TN 37243-1102

Business Telecom, LLC  
1375 PEACHTREE ST NE  
ATLANTA, GA 30309-3173

August 20, 2014

**Control # 238701**

Effective Date: 08/20/2014

**Document Receipt**

Receipt #: 1616956	Filing Fee:	\$300.00
Payment-Check/MO - CFS-1, NASHVILLE, TN		\$320.00
Deposit-Account - CFS-1, NASHVILLE, TN		\$20.00

**ACKNOWLEDGMENT OF CONVERSION**

**BUSINESS TELECOM, INC.** converted from a **NORTH CAROLINA Corporation For-Profit** to  
**Business Telecom, LLC**  
a **NORTH CAROLINA Limited Liability Company**

This will acknowledge the filing of the attached Articles of Conversion with an effective date as indicated above.

When corresponding with this office or submitting documents for filing, please refer to the control number given above.

  
Tre Hargett  
Secretary of State

Processed By: Carol Dickerson



# NORTH CAROLINA

## Department of the Secretary of State

FILED

To all whom these presents shall come, Greetings:

I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

**CONVERSION**

**OF**

**BUSINESS TELECOM, LLC**

the original of which was filed in this office on the 20th day of December, 2013.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 20th day of August, 2014.

*Elaine F. Marshall*

Secretary of State

7370.2454, 08/20/2014, 15:07:35, Received by Tennessee Secretary of State Tre Hargett

**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.

21287996v1

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

21217996v1

7370.2457, 08/28/2014, 15:07:38, Received by Tennessee Secretary of State Tre Hargett

**APPLICATION FOR CERTIFICATE OF AUTHORITY  
LIMITED LIABILITY COMPANY** (89-4233)

Page 1 of 2



Business Services Division  
Tre Hargett, Secretary of State  
State of Tennessee  
312 Rosa L. Parks AVE, 6th Fl  
Nashville, TN 37243-1102  
(615) 741-2286

Filing Fee: \$50.00 per member  
(minimum fee = \$300, maximum fee = \$3,000)

For Office Use Only

**To The Secretary of the State of Tennessee:**

Pursuant to the provisions of T.C.A. §48-249-904 of the Tennessee Revised Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the Limited Liability Company is: Business Telecom, LLC

If different, the name under which the certificate of authority is to be obtained is: \_\_\_\_\_

**NOTE:** The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of T.C.A. §48-249-106 of the Tennessee Revised Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to T.C.A. §48-249-106(d).

2. The state or country under whose law it is formed is: North Carolina

and the date of its formation is: 11 / 14 / 1983 and the date it commenced doing business in Tennessee is: \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_  
Month Day Year Month Day Year

**NOTE:** Additional filing fees and proof of tax clearance confirming good standing may apply if the Limited Liability Company commenced doing business in Tennessee prior to the approval of this application. See T.C.A. §48-249-913(d) and T.C.A. §48-249-905(c)

3. This company has the additional designation of: \_\_\_\_\_

4. The name and complete address of its registered agent and office located in the state of Tennessee is:

Name: National Registered Agents, Inc.

Address: 800 S. Gay Street, Suite 2021

City: Knoxville State: TN Zip Code: 37929 County: Knox

5. Fiscal Year Close Month: December

6. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is: (Not to exceed 90 days)

Effective Date: \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_ Time: \_\_\_\_\_  
Month Day Year

7. The LLC will be: ☒ Member Managed ☐ Manager Managed ☐ Director Managed ☐ Board Managed ☐ Other

8. Number of Members at the date of filing: 1

9. Period of Duration: ☒ Perpetual ☐ Other \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_  
Month Day Year

10. The complete address of its principal executive office is:

Address: 1375 Peachtree Street, NE

City: Atlanta State: GA Zip Code: 30309



# APPLICATION FOR CERTIFICATE OF AUTHORITY LIMITED LIABILITY COMPANY (ss-4233)

Page 2 of 2



Business Services Division  
Tre Hargett, Secretary of State  
State of Tennessee  
312 Rosa L. Parks AVE, 6th FL  
Nashville, TN 37243-1102  
(615) 741-2286

Filing Fee: \$50.00 per member  
(minimum fee = \$300, maximum fee = \$3,000)

For Office Use Only

The name of the Limited Liability Company is: Business Telecom, LLC

11. The complete mailing address of the entity (If different from the principal office) is:

Address: \_\_\_\_\_  
City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_

12. Non-Profit LLC (required only if the Additional Designation of "Non-Profit LLC" is entered in section 3.)

- ☐ I certify that this entity is a Non-Profit LLC whose sole member is a nonprofit corporation, foreign or domestic, incorporated under or subject to the provisions of the Tennessee Nonprofit Corporation Act and who is exempt from franchise and excise tax as not-for-profit as defined in T.C.A. §67-4-2004. The business is disregarded as an entity for federal income tax purposes.

13. Professional LLC (required only if the Additional Designation of "Professional LLC" is entered in section 3.)

- ☐ I certify that this PLLC has one or more qualified persons as members and no disqualified persons as members or holders.  
☐ I certify that this entity meets the requirement of T.C.A. §48-249-1123(b)(3)

Licensed Profession: \_\_\_\_\_

14. Series LLC (required only if the Additional Designation of "Series LLC" is entered in section 3.)

- ☐ I certify that this entity meets the requirements of T.C.A. §48-249-309(i)

If the provisions of T.C.A. §48-249-309(i) (relating to foreign series LLCs) apply, then the information required by that section should be attached as part of this document.

15. Obligated Member Entity (list of obligated members and signatures must be attached)

- ☐ This entity will be registered as an Obligated Member Entity (OME) Effective Date: \_\_\_\_\_  
Month Day Year

☐ I understand that by statute: THE EXECUTION AND FILING OF THIS DOCUMENT WILL CAUSE THE MEMBER(S) TO BE PERSONALLY LIABLE FOR THE DEBTS, OBLIGATIONS AND LIABILITIES FOR THE LIMITED LIABILITY COMPANY TO THE SAME EXTENT AS A GENERAL PARTNER OF A GENERAL PARTNERSHIP. CONSULT AN ATTORNEY.

16. Other Provisions: \_\_\_\_\_

28<sup>th</sup> July, 2014  
Signature Date

By: EarthLink Business, LLC, its Sole Member  
By: EarthLink Business Holdings, LLC, its Sole Member  
By: EarthLink, LLC, its Sole Member

By: Samuel R. DeSimone, Jr., Secretary  
Signature's Capacity (if other than individual capacity)

Samuel R. DeSimone, Jr.  
Signature

Samuel R. DeSimone, Jr.  
Name (printed or typed)



# NORTH CAROLINA

## Department of the Secretary of State

### CERTIFICATE OF EXISTENCE (Limited Liability Company)

I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify that

#### BUSINESS TELECOM, LLC

is a limited liability company duly formed under the laws of the State of North Carolina, having been formed on the 14th day of November, 1983, with its period of duration being Perpetual.

I FURTHER certify that the said limited liability company's articles of organization are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said limited liability company is not administratively dissolved for failure to comply with the provisions of the North Carolina Limited Liability Company Act; and that the said limited liability company has not filed articles of dissolution as of this date of this certificate.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 12th day of August, 2014.

*Elaine F. Marshall*

Secretary of State



**STATE OF TENNESSEE**  
**Tre Hargett, Secretary of State**  
Division of Business Services  
William R. Snodgrass Tower  
312 Rosa L. Parks AVE, 6th FL  
Nashville, TN 37243-1102

Business Telecom, LLC  
1375 PEACHTREE ST NE  
ATLANTA, GA 30309-3173

August 20, 2014

### Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

**Control # : 238701**      Status:    Active

Filing Type: Limited Liability Company - Foreign

#### Document Receipt

Receipt # : 1616963

Filing Fee:      \$20.00

Payment-Account - CFS-1, NASHVILLE, TN

\$20.00

Amendment Type: Assumed Name

Image # : 7370-2460

Filed Date:      08/20/2014 3:07 PM

This will acknowledge the filing of the attached assumed name with an effective date as indicated above. When corresponding with this office or submitting documents for filing, please refer to the control number given above. The name registration is effective for five years from the date the original registration was filed with the Secretary of State.

Tre Hargett  
Secretary of State

Processed By: Carol Dickerson

Field Name

Changed From

Changed To

New Assumed Name

No Value

EarthLink Business III

State of Tennessee



Department of State  
Corporate Filings  
312 Rosa L. Parks Avenue  
6<sup>th</sup> Floor, William R. Snodgrass Tower  
Nashville, TN 37243

APPLICATION FOR REGISTRATION  
OF ASSUMED  
LIMITED LIABILITY COMPANY NAME

For Office Use Only

FILED

Pursuant to the provisions of §48-207-101 (d) of the Tennessee Limited Liability Company Act or §48-249-106(d) of the Tennessee Revised Limited Liability Company Act, the undersigned Limited Liability Company hereby submits this application:

1. The true name of the Limited Liability Company is: Business Telecom, LLC

2. The state or country of organization is: North Carolina

3. The Limited Liability Company intends to transact business under an assumed Limited Liability Company name.

4. The assumed Limited Liability Company name the Limited Liability Company proposes to use is:

EarthLink Business III

**NOTE:** The assumed Limited Liability Company name must meet the requirements of §48-207-101 of the Tennessee Limited Liability Company Act or §48-249-106 of the Tennessee Revised Limited Liability Company Act, as applicable.

28<sup>th</sup> July 2014  
Signature Date

Exec. VP, General Counsel and Secretary

Signer's Capacity

Business Telecom, LLC

Name of Limited Liability Company

Samuel R. DeSimone, Jr.

Signature

Samuel R. DeSimone, Jr.

Name (typed or printed)

## VERIFICATION

## VERIFICATION

COMMONWEALTH OF MASSACHUSETTS      §  
    §  
 COUNTY OF MIDDLESEX                   §

I, Paula Foley, state that I am Senior Counsel of Business Telecom, LLC (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  
Senior Counsel  
Business Telecom, LLC

SWORN TO AND SUBSCRIBED before me on the 25 day of November, 2014.

  
\_\_\_\_\_  
Notary Public

My commission expires: June 5, 2020

