

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

November 11, 2014

Via Overnight Courier and E-Mail

Oregon Public Utility Commission
Attn: Filing Center
550 Capitol Street, N.E.
Suite 215
Salem, OR 97301-2551
PUC.FilingCenter@state.or.us

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

Dear Sir or Madam:

Business Telecom, LLC d/b/a EarthLink Business I (formerly known as Business Telecom, Inc. d/b/a EarthLink Business III) (the “Company”) hereby notifies the Commission (1) that the Company converted from a North Carolina corporation to a North Carolina limited liability company¹ and (2) of the associated name change to “Business Telecom, LLC d/b/a EarthLink Business I.” The Company requests that the Commission update its records, including the Company’s Certificate,² to reflect the conversion and associate name change and, to the extent necessary, approve these changes. Attached hereto are the Company’s conversion documents and updated authorization to transact business in Oregon and trade name registration.

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

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

T +1.202.373.6000
F +1.202.373.6001
bingham.com

¹ The conversion of the Company to a limited liability company was merely a change in its corporate form – the conversion was 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.

² The Company is authorized to provide interexchange telecommunications services pursuant to Order No. 05-785 issued in CP 99.

Oregon Public Utility Commission
November 11, 2014
Page 2

An original and one (1) copy of this letter are enclosed for filing. Please date-stamp the extra copy and return it in the envelope provided. This letter is also being provided via e-mail. Should you have any questions regarding this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,



Catherine Wang
Brett P. Ferenchak

Counsel for the Company

ATTACHMENTS

**Conversion Documents, Authority to Transact Business
and Trade 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: 

Name: Samuel R. DeSimone, Jr.

Title: Executive Vice President, General
Counsel and Secretary



Secretary of State
Corporation Division
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327

Phone: (503) 986-2200
www.filinginoregon.com

Registry Number: 461368-83
Type: FOREIGN BUSINESS CORPORATION

BUSINESS TELECOM, INC., A NORTH CAROLINA ...
1375 PEACHTREE ST NE
ATLANTA GA 30309

Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

Document
WITHDRAWAL OF AUTHORITY

Filed On
01/15/2014

Jurisdiction
NORTH CAROLINA

Name
BUSINESS TELECOM, INC., A NORTH CAROLINA CORPORATION

Principal Place of Business
7037 OLD MADISON PIKE STE 400
HUNTSVILLE AL 35806

Registered Agent
NATIONAL REGISTERED AGENTS, INC.
388 STATE STREET SUITE 420
SALEM OR 97301

Mailing Address
1375 PEACHTREE ST NE
ATLANTA GA 30309

President
ROLLA P HUFF
1375 PEACHTREE STREET
ATLANTA GA 30309

Secretary
SAMUEL R DESIMONE JR
1375 PEACHTREE STREET
ATLANTA GA 30309



Application for Amendment/Withdrawal - Foreign Business/Professional

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - http://www.FilingInOregon.com - Phone: (503) 986-2200

Check the appropriate box below:

- AMENDMENT TO APPLICATION FOR AUTHORITY (Complete only 1, 2, 8)
WITHDRAWAL OF AUTHORITY TO TRANSACT (Complete only 3, 4, 5, 6, 7, 8)

FILED

JAN 15 2014

OREGON SECRETARY OF STATE

REGISTRY NUMBER: 461368-83

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

AMENDMENT TO APPLICATION ONLY

- 1) ENTITY NAME:
2) AMENDMENT: (The amendment is as follows.)

WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS ONLY

- 3) NAME: Business Telecom, Inc., a North Carolina Corporation
4) STATE OR COUNTRY OF INCORPORATION: North Carolina
5) THIS CORPORATION IS NOT TRANSACTING BUSINESS IN OREGON, AND SURRENDERS ITS AUTHORITY TO TRANSACT BUSINESS IN OREGON.
6) THIS CORPORATION REVOKES THE AUTHORITY OF ITS REGISTERED AGENT TO ACCEPT SERVICE ON ITS BEHALF AND APPOINTS THE SECRETARY OF STATE AS ITS AGENT FOR SERVICE OF PROCESS IN ANY PROCEEDING BASED ON A CAUSE OF ACTION ARISING DURING THE TIME IT WAS AUTHORIZED TO TRANSACT BUSINESS IN OREGON.
7) MAILING ADDRESS: (The address to which the person initiating any proceeding may mail to this Corporation a copy of any process served on the Secretary of State. The Corporation will notify the Corporation Division, Business Registry of any change in this mailing address for a period of five years from the date of this withdrawal.) 1375 Peachtree Street, NE, Atlanta, GA 30309

- 8) EXECUTION: (Must be signed by at least one officer or director.) By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature:

[Handwritten Signature]

Printed Name:

Samuel R. DeSimone, Jr.

Title:

By: EarthLink Business, LLC, its Sole Member
By: EarthLink Business Holdings, LLC, its Sole Member
By: EarthLink, LLC, its Sole Member
By: EarthLink Holdings, Corp., its Sole Member
By: Samuel R. DeSimone, Jr., Executive VP, General Counsel and Secretary

CONTACT NAME: (To resolve questions with this filing.)

Thomas Pasquale

PHONE NUMBER: (Include area code.)

617-742-8484

Fees section containing: Required Processing Fee \$275, Processing Fees are nonrefundable. Please make check payable to "Corporation Division.", Free copies are available at FilingInOregon.com, using the Business Name Search program.



Secretary of State
Corporation Division
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327

Phone: (503) 986-2200
www.filinginoregon.com

Registry Number: 990733-98
Type: FOREIGN LIMITED LIABILITY COMPANY

Next Renewal Date: 01/15/2015

BUSINESS TELECOM, LLC
1375 PEACHTREE ST NE
ATLANTA GA 30309

Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

Document

APPLICATION FOR AUTHORITY

Filed On

01/15/2014

Jurisdiction

NORTH CAROLINA

Name

BUSINESS TELECOM, LLC

Principal Place of Business

1375 PEACHTREE ST NE
ATLANTA GA 30309

Registered Agent

NATIONAL REGISTERED AGENTS, INC.
388 STATE ST STE 420
SALEM OR 97301

Mailing Address

1375 PEACHTREE ST NE
ATLANTA GA 30309



Application for Authority to Transact Business - Foreign Limited Liability Company

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 161 - Salem, OR 97310-1327 - http://www.FilingInOregon.com - Phone: (503) 986-2200

FILED

JAN 15 2014

OREGON SECRETARY OF STATE For office use only

REGISTRY NUMBER: 990733-98 For office use only

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1) NAME: Business Telecom, LLC

NOTE: (Must contain the words "Limited Liability Company" or the abbreviations "LLC" or "L.L.C.") Must be identical to the name of record in home jurisdiction.

2) REGISTRY NUMBER IN HOME JURISDICTION

OR: CERTIFICATE OF EXISTENCE (ATTACHED)

(Please provide a web-verifiable registry number from the entity's home jurisdiction. Certain states, such as Delaware and New Jersey, do not provide status information online. Entities from such places must instead attach an official certificate of existence, current within 90 days of delivery to this office.)

7) REGISTERED AGENT'S PUBLICLY AVAILABLE ADDRESS:

(Must be an Oregon Street Address, which is identical to the registered agent's business office.)

388 State Street, Ste. 420

Salem, OR 97301

3) DATE OF ORGANIZATION: DURATION, IF NOT PERPETUAL:

11/14/1983

8) ADDRESS OF PRINCIPAL OFFICE OF THE BUSINESS:

1375 Peachtree Street, NE

Atlanta, GA 30309

4) STATE OR COUNTRY OF ORGANIZATION:

North Carolina

9) ADDRESS WHERE THE DIVISION MAY MAIL NOTICES:

1375 Peachtree Street, NE

Atlanta, GA 30309

5) THIS FOREIGN LIMITED LIABILITY COMPANY SATISFIES THE REQUIREMENTS OF ORS 63.714(3).

6) NAME OF OREGON REGISTERED AGENT:

National Registered Agents, Inc.

10) HOW WILL THIS LIMITED LIABILITY COMPANY BE MANAGED?

- [X] This LLC will be member-managed by one or more members. [] This LLC will be manager-managed by one or more managers.

11) EXECUTION: (At least one member or manager must sign.)

By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature:

[Handwritten Signature]

Printed Name:

Samuel R. DeSimone, Jr.

Title:

By: EarthLink Business, LLC, Its Sole Member
By: EarthLink Business Holdings, LLC, Its Sole Member
By: EarthLink, LLC, Its Sole Member
By: EarthLink Holdings, Corp.
By: Samuel R. DeSimone, Jr., Executive VP, General Counsel and Secretary

CONTACT NAME: (To resolve questions with this filing.)

Thomas Pasquale

PHONE NUMBER: (Include area code.)

617-742-8484

FEES

Required Processing Fee \$275

Processing Fees are nonrefundable. Please make check payable to "Corporation Division."

Free copies are available at FilingInOregon.com, using the Business Name Search program.



Secretary of State
Corporation Division
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327

Phone: (503)986-2200
www.filinginoregon.com

Registry Number: 990738-93
Type: ASSUMED BUSINESS NAME

Next Renewal Date: 01/15/2016

SAMUEL R DESIMONE JR
1375 PEACHTREE ST NE
ATLANTA GA 30309

*NOTE: Assumed Business Names are required
to renew every two years.*

Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

Document

APPLICATION FOR REGISTRATION

Filed On

01/15/2014

Name

EARTHLINK BUSINESS I

Principal Place of Business

1375 PEACHTREE ST NE
ATLANTA GA 30309

Authorized Representative

SAMUEL R DESIMONE JR
1375 PEACHTREE ST NE
ATLANTA GA 30309

Registrant

CTC COMMUNICATIONS CORP.

Registrant

DELTACOM, LLC

Registrant

BUSINESS TELECOM, LLC

ALL COUNTIES



Assumed Business Name - New Registration

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - http://www.FilingInOregon.com - Phone: (503) 986-2200

FILED

JAN 15 2014

OREGON SECRETARY OF STATE

REGISTRY NUMBER:

990738-93

For office use only

In accordance with Oregon Revised Statute 192.410-192.490, all information on this form is publicly available, including addresses. We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1) ASSUMED BUSINESS NAME: (To be registered)

EarthLink Business I

Registration or filing of a name does not grant exclusive rights or interests in that name. A name may be available for registration; however, someone else may hold a prior right to that name, or the name may be too similar to another, and may result in a case of legal action brought against the registrant for dilution or unfair competition of someone else's business.

2) DESCRIPTION OF BUSINESS: (Primary business activity)

Telecommunications products and services

4) WHO IS AUTHORIZED TO REPRESENT THE OWNERS:

(Authorized Representative) (One name only)

Samuel R. DeSimone, Jr.

3) PRINCIPAL PLACE OF BUSINESS: (Address, city, state, zip)

1375 Peachtree Street, NE, Atlanta, GA 30309

5) MAILING ADDRESS OF AUTHORIZED REPRESENTATIVE:

1375 Peachtree Street, NE, Atlanta, GA 30309

6) NAMES OF OWNERS (REGISTRANTS) AND PUBLICLY AVAILABLE ADDRESSES: (List name and street address of each person or entity who will conduct or transact business under the assumed business name.) (Attach a separate sheet if necessary.)

Name, Street Address, City, State, Zip Code

DeltaCom, LLC 1375 Peachtree Street, NE, Atlanta, GA 30309

CTC Communications Corp., 1375 Peachtree Street, NE, Atlanta, GA 30309

Business Telecom, LLC, 1375 Peachtree Street, NE, Atlanta, GA 30309

7) COUNTIES:

- Counties list with checkboxes: Baker, Benton, Clackamas, Clatsop, Columbia, Coos, Crook, Curry, Deschutes, Douglas, Gilliam, Grant, Harney, Hood River, Jackson, Jefferson, Josephine, Klamath, Lake, Lane, Lincoln, Linn, Malheur, Marion, Morrow, Multnomah, Polk, Sherman, Tillamook, Umatilla, Union, Wallowa, Wasco, Washington, Wheeler, Yamhill.

8) EXECUTION/SIGNATURE(S): (All owners/registrants must sign.)

By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature:

Handwritten signature of Samuel R. DeSimone, Jr.

Printed Name:

Samuel R. DeSimone, Jr., Executive VP, General Counsel and Secretary

CONTACT NAME: (To resolve questions with this filing.)

Bay State Corporate Services, Inc.

PHONE NUMBER: (Include area code.)

617-742-8484

FEES

Required Processing Fee \$50

Processing Fees are nonrefundable. Please make check payable to "Corporation Division."

Free copies are available at FilingInOregon.com using the Business Name Search program.