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May 6, 2023

VIA ALTERNATIVE E-FILE

Ms. Sallie Tanner, Executive Secretary
Georgia Public Service Commission 244
Washington Street, S.W.
Atlanta, GA 30334

Re: Notification of Transfer of Control of One Ring Networks II, Inc. to Earthlink Holdings, LLC Pursuant to O.C.G.A. § 46-5-41, Docket 38872, Certificate No. L-0542 and Docket 43920, Certificate No. X-7841

Dear Executive Secretary Tanner,

Pursuant to O.C.G.A. Section 46-5-41 of the Georgia Code and the rules of the Georgia Public Service Commission (“Commission”), One Ring Networks II, Inc. (“One Ring” or “Transferor” “Licensee”), AlphaStack, Inc. (“AlphaStack”), and John Jenkins (“Seller”); Earthlink, LLC and its wholly owned affiliate, OR Buyer, Inc. (“Earthlink” or “Transferee”) (collectively “Applicants”) through the undersigned counsel hereby respectfully notify the Commission of the proposed transfer of control of Licensee from Transferor to Transferee (“Transaction”). Because the transfer of control of Licensee does not involve the issuance of stocks, bonds, notes, or other evidence of debt payable more than twelve (12) month after the date of issuance by License, the Transaction described in this Notice qualifies for exemption from the formal approval requirements set forth in O.C.G.A § 46-2-28 based on the Commission’s guidance.

This transfer will be achieved pursuant to a Stock Purchase Agreement between One

Ring, AlphaStack, John Jenkins, and Earthlink. The Applicant, One Ring Networks, II is a wholly-owned subsidiary of One Ring Networks, Inc. EarthLink, LLC, an Internet Service Provider (ISP), formed new wholly-owned subsidiary, OR Buyer, Inc. which will purchase of 100 percent of the shares of One Ring Networks, and thereby indirectly purchase 100 percent of the shares of One Ring Networks, II. After the transfer occurs, OR Buyer, Inc. will continue to exist as a wholly owned subsidiary of Earthlink, LLC. One Ring Networks, which will be a subsidiary of OR Buyer, Inc., will continue to provide services under the same rates, terms and conditions after the transfer.

This Transaction entails the purchase of the ownership interests of Licensee, and consequently does not involve the assignment of customers, any interruption or changes in the Licensee's rates, terms, or conditions of service, or any appreciable change in operation or customer service in Georgia. The Transaction will close after all regulatory notices and approvals (where applicable) are obtained.

I. DESCRIPTION OF THE PARTIES

One Ring Networks II, Inc.

One Ring Networks II, Inc. is a Delaware corporation headquartered at 1799 Enterprise Street, Athens, Texas 75751. One Ring was authorized to provide telecommunications services to customers in Georgia under Local Exchange Certificate No. L-0542, and Long Distance Certificate No. X-7841.

Founded in 2010, One Ring Networks has grown from a regional alternative access carrier to a large Tier 2 carrier with a national backbone. One Ring provides a variety of regulated and unregulated voice and data solutions including fixed wireless, fiber internet, 4G LTE wireless and hosted PBX.

Earthlink, LLC

The Applicant, EarthLink is an Internet service provider (“ISP”). It has formed a new entity OR Buyer, Inc., in connections with the proposed acquisition of One Ring Networks, Inc.

DESCRIPTION OF THE TRANSACTION

Effective upon acceptance of regulatory notices and/or approvals, the Transaction will close. The involve the change of control of One Ring, a telecommunications carrier, to Earthlink, LLC. This transfer will be achieved pursuant to a Stock Purchase Agreement between One Ring, AlphaStack, John Jenkins, and Earthlink and OR Buyer, Inc, whereby One Ring will transfer all of its interest to OR Buyer, Inc. The Applicant, One Ring Networks, II is a wholly owned subsidiary of One Ring Networks, Inc. EarthLink, LLC, an Internet Service Provider (ISP), formed new wholly owned subsidiary, OR Buyer, Inc. which will purchase of 100 percent of the shares of One Ring Networks, and thereby indirectly purchase 100 percent of the shares of One Ring Networks, II.

After the transfer occurs, OR Buyer, Inc. will continue to exist as a wholly owned subsidiary of Earthlink, LLC. One Ring Networks, which will be a subsidiary of OR Buyer, Inc., will continue to provide services under the same rates, terms and conditions after the transfer.

This Transaction entails the purchase of the ownership interests of Licensee, and consequently does not involve the assignment of customers, any interruption or changes in the Licensee's rates, terms, or conditions of service, or any appreciable change in operation or customer service in Georgia.

The completion of the Transaction is conditioned on, among other things, obtaining required federal and state regulatory approvals. The parties intend to consummate the

Transaction as promptly as practicable after all closing conditions are satisfied or waived.

II. PUBLIC INTEREST STATEMENT

The proposed transaction will generate substantial benefits in Georgia and result in no countervailing harms. The proposed transfer of control will serve the public interest by providing capital and other resources to One Ring and thereby ensure customers receive high-quality, innovative telecommunications services. At the same time, the proposed Transaction does not present any anti-competitive issues because One Ring is not dominant in any market where it operates.

One Ring has applied for and received authorization from the Georgia Public Service Commission to operate a local exchange telecommunication and Long Distance. However, One Ring has not commenced providing regulated telecommunications services, so they currently have no customers and no revenues in Georgia.

For the Commission's information, current and anticipated post-Transaction corporate organizational charts are attached to this letter as Confidential Exhibits A and B, respectively.

III. CONTACT INFORMATION

Questions, correspondence, orders, or other materials concerning this notice should be directed to the following:

Transferor:

John Jenkins, CEO
One Ring Networks II, Inc.
1799 Enterprise Street
Athens, Texas 75751
Phone: (903) 264-1111 ext 2006
Email: jjenkins@oneringnetworks.com

with a copy (which shall not constitute notice) to:

Foley & Lardner LLP
2021 McKinney Avenue

Suite 1600
Dallas, Texas 75201
Attn: Dovi Adlerstein
Email: dadlerstein@foley.com

and

iCommLaw
Anita Taff-Rice
1547 Palos Verdes #298
Walnut Creek, CA 94597
Email: anita@icommlaw.com
(415) 699-7885

Transferee:

c/o Earthlink
980 Hammond Dr. NE, Suite 400
Atlanta, Georgia 30328
Attn: Glenn Goad, Chief Executive Officer
Email: glenn.goad@elink.com

with a copy (which shall not constitute notice) to:

Weil, Gotshal & Manges LLP
201 Redwood Shores Parkway
Redwood Shores, California 94065
Attn: Matt Stewart
Email: matt.stewart@weil.com

IV. CONCLUSION

The Parties respectfully advise the Commission of their participation in the planned transaction described above. If there are any questions regarding this filing, please do not hesitate to contact the undersigned directly.

[Signature Block on Next Page]

Sincerely,

A handwritten signature in cursive script, reading "Anita Joff-Rice", written over a horizontal line.

iCommLaw

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Walnut Creek, CA 94597

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Email: anita@icommlaw.com

Counsel for One Ring Networks II, Inc.

BEFORE THE GEORGIA PUBLIC SERVICE COMMISSION

IN RE (INSERT DOCKET TITLE)

)
)
)
Docket No. _____

AFFIDAVIT

STATE OF Texas)

COUNTY OF Henderson County)

Personally came and appeared before me, the undersigned Notary, the within named John Jenkins, who is resident of Collin County, State of Texas, and makes this his/her statement and Affidavit upon oath and affirmation of belief and personal knowledge that the following matters, fact and things set forth below are true and correct to the best of his/her knowledge.

One Ring Networks II, Inc. (company name) files herewith its Transfer of Control (title of filing) in compliance with Georgia Public Service Commission Utility Rule 515-3-1-.11. Said filing includes Company operational and financial data which the company designates as trade secret and protected information as those terms are defined and used in O.C.G.A. § 10-1-761(4).

The information derives economic value to the Company and to the Company's customers from not being generally known to others. One Ring Networks II, Inc. (company name) submits the data are highly confidential and competitively sensitive. Accordingly, consistent with the Company's own interests, and the interests of its customers, the Company protects against disclosure of this information.

Pursuant to the terms of Commission Rule 515-3-1-.11, One Ring Networks II, Inc. (company name) is providing information under protective seal (each page is marked "Trade Secret"). In addition to the original marked as "Trade Secret" One Ring Networks II, Inc. (company name) is providing a public disclosure version of the filing with trade secret information redacted.

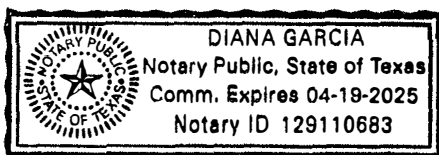

(Name)

(Title) **CEO**

SWORN TO and subscribed before me, the undersigned Notary Public, the 6th day of April, 2023.

My Commission expires 04-19-2023


Notary Public



BEFORE THE GEORGIA PUBLIC SERVICE COMMISSION

IN RE (INSERT DOCKET TITLE)

)
)
)
Docket No. _____

AFFIDAVIT

STATE OF Texas)

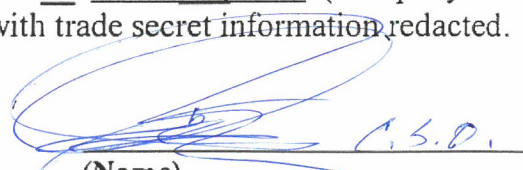
COUNTY OF Dallas)

Personally came and appeared before me, the undersigned Notary, the within named Christopher Ray, who is resident of Dallas County, State of Texas, and makes this his/her statement and Affidavit upon oath and affirmation of belief and personal knowledge that the following matters, fact and things set forth below are true and correct to the best of his/her knowledge.

Earthlink, LLC (company name) files herewith its Transfer of Control (title of filing) in compliance with Georgia Public Service Commission Utility Rule 515-3-1-.11. Said filing includes Company operational and financial data which the company designates as trade secret and protected information as those terms are defined and used in O.C.G.A. § 10-1-761(4).

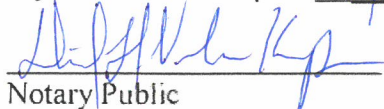
The information derives economic value to the Company and to the Company's customers from not being generally known to others. Earthlink, LLC (company name) submits the data are highly confidential and competitively sensitive. Accordingly, consistent with the Company's own interests, and the interests of its customers, the Company protects against disclosure of this information.

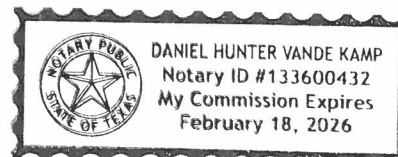
Pursuant to the terms of Commission Rule 515-3-1-.11, Earthlink, LLC (company name) is providing information under protective seal (each page is marked "Trade Secret"). In addition to the original marked as "Trade Secret" Earthlink, LLC (company name) is providing a public disclosure version of the filing with trade secret information redacted.


(Name)
(Title)

SWORN TO and subscribed before me, the undersigned Notary Public, the 6th day of April, 2023.

My Commission expires 02/18/2026


Notary Public



ATTACHMENT A
PRE-TRANSACTION ORGANIZATION CHART

CONFIDENTIAL FILED UNDER SEAL

**CONFIDENTIAL DOCUMENT FILED UNDER SEAL PURSANT GEORGIA PUBLIC
SERVICE COMMISSION RULE 515-3-1-11. THE EXHIBIT IS EXEMPT FORM
DISCLOSURE PER THE GEORGIA PUBLIC SERVICE COMMISSION. THE
INFORMATION IS PROTECTED FROM DISCLOSURE BY TRADE SECRET
PRIVILEGE**

ATTACHMENT A – PUBLIC VERSION
PRE-TRANSACTION ORGANIZATION CHART

Confidential document filed under seal pursuant Georgia Public Service Commission Rule 515-3-1-11. The exhibit is exempt from disclosure per the Georgia Public Service Commission. The information is protected from disclosure by trade secret privilege.

ATTACHMENT B

POST TRANSACTION ORGANIZATION CHART

CONFIDENTIAL FILED UNDER SEAL

**CONFIDENTIAL DOCUMENT FILED UNDER SEAL PURSANT GEORGIA PUBLIC
SERVICE COMMISSION RULE 515-3-1-11. THE EXHIBIT IS EXEMPT FORM
DISCLOSURE PER THE GEORGIA PUBLIC SERVICE COMMISSION. THE
INFORMATION IS PROTECTED FROM DISCLOSURE BY TRADE SECRET
PRIVILEGE**

ATTACHMENT B – PUBLIC VERSION
POST TRANSACTION ORGANIZATION CHART

Confidential document filed under seal pursuant Georgia Public Service Commission Rule 515-3-1-11. The exhibit is exempt from disclosure per the Georgia Public Service Commission. The information is protected from disclosure by trade secret privilege.