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January 17, 2006

Via Overnight Delivery

RECEIVED

Beth O'Donnell
Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40602-0615

JAN 18 2006

PUBLIC SERVICE
COMMISSION

Re: Notification of the Indirect Transfer of Control of New Edge Network, Inc. (d/b/a New Edge Networks) (CLEC ID 05050800; Long Distance ID 22250580) to EarthLink, Inc.

Dear Ms. O'Donnell:

New Edge Network, Inc. ("New Edge"), d/b/a New Edge Networks, and EarthLink, Inc. ("EarthLink" and, together with New Edge, "Parties") hereby file this notification with the Kentucky Public Service Commission (the "Commission") pursuant to the Commission's orders in Administrative Case No. 370. The proposed transaction (the "Transaction") will involve the transfer of control of New Edge from New Edge Holding Company ("New Edge Holding") to EarthLink. The anticipated date of the closing of the Transaction is March 31, 2006.

I. THE PARTIES

A. NEW EDGE

New Edge is a national provider of secure multi-site managed data networks and dedicated Internet access. It has one of the nation's largest network footprints, with more than 850 carrier-class switches and Internet routers. New Edge operates a carrier-class national backbone network based on Internet protocol ("IP") and Asynchronous Transfer Mode ("ATM") technology. New Edge provides its products and services by seamlessly integrating a wide variety of last-mile broadband access services available through multiple carriers, technologies, and geographic regions.

New Edge offers its customers, which include telecommunications carriers, small to midsize businesses, large corporations, and their telecommuters anywhere, a variety of wide area networking ("WAN") products, including Managed Network Services, virtual private networks ("VPNs"), private networks, Managed VPN, frame relay, frame over DSL, ATM and private line. New Edge's Internet access solutions include xDSL

services, DS1, DS3, OCx and Ethernet products. New Edge also offers wholesale xDSL, DS1 and IP transit solutions for ISPs and other data communications providers.

New Edge is authorized to provide resold and facilities-based local exchange and interexchange services in Kentucky. New Edge's CLEC ID is 05050800 and its Long Distance ID is 22250580.

B. EARTHLINK

EarthLink is a publicly-traded Delaware corporation. It is primarily an Internet service provider, providing nationwide Internet access and related value-added services to individual and small business customers. Its major service offerings are narrowband, broadband or high-speed, and wireless Internet access and IP-enabled services; web hosting; and advertising and related services. EarthLink provides its broad range of services to more than five million customers through a nationwide network of dial-up points of presence, a nationwide broadband footprint and wireless technologies.

EarthLink does not own telecommunications network facilities and does not hold an authorization to provide telecommunications services in Kentucky or any other state.

EarthLink has the technical, managerial, and financial qualifications to acquire control of New Edge. EarthLink is operated by a highly qualified management team, all of whom have extensive backgrounds in providing nationwide Internet access and related value-added services to individual and business customers, and many of whom also have extensive experience in managing telecommunications businesses. In 2004, EarthLink had revenues of approximately \$1.38 billion. EarthLink's Annual Report for the year ended December 31, 2004, on Form 10-K is available through the "About Us" portion of EarthLink's website, at www.earthlink.net, or at <http://phx.corporate-ir.net/phoenix.zhtml?c=77594&p=irol-sec>.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to an Agreement and Plan of Merger executed on December 12, 2005, by New Edge Holding, EarthLink and New Edge Merger Corporation ("MergerCo"), MergerCo, a wholly-owned subsidiary of EarthLink, will merge with New Edge Holding, the parent of New Edge, with New Edge Holding continuing as the surviving corporation. After the Transaction is effected, New Edge will still be an independent company and a wholly-owned subsidiary of New Edge Holding, which in turn will be a wholly-owned subsidiary of EarthLink. New Edge will continue to operate as an independent company under its current name as a wholly-owned indirect subsidiary of EarthLink, in substantially the same manner as it has in the past. Upon completion of the merger, EarthLink will control New Edge through the ownership of 100% of the outstanding common stock of New Edge Holding.

III. PUBLIC INTEREST STATEMENT

The proposed Transaction is undoubtedly in the public interest. The acquisition of New Edge by EarthLink will result in significant benefits for Kentucky consumers, and will advance important state public policy goals. Most importantly, it will promote much-needed competition in the broadband marketplace in Kentucky.

The Parties' assets and businesses are almost entirely complementary. The combination of New Edge's facilities-based network and its expertise in small and medium enterprise ("SME") and carrier sales with EarthLink's marketing staff and expertise, its corporate resources, and its strength in providing consumer-friendly Internet services, will create a stronger competitor in the residential and SME broadband market in Kentucky. In particular, the Transaction will increase competition in Tier 2 and 3 SME and residential markets, areas where competition has to date lagged behind that found in the state's larger urban centers.

The Parties expect that the Transaction will result in several additional synergies and benefits:

- The Transaction provides both companies with significant new customer relationships and creates an opportunity for both companies to offer additional products and services to each other's customers.
- The Transaction provides both companies with greater capabilities to market and offer solutions to businesses and to differentiate themselves significantly in the marketplace.
- The merged company will be able to bring new services and products to the marketplace more quickly than either could do separately.

The Transaction will not have any negative effect on the Kentucky customers of New Edge, to whom it will be essentially transparent. After consummation of the Transaction, New Edge will continue to provide the same services to those customers at the same rates, terms and conditions as at present. The operations of New Edge will continue to be supervised by the same management, technical and customer service supervisors as at present. All services will continue to be provided to New Edge's customers without interruption; the Transaction will not result in discontinuance of the service of any customer in Kentucky.

■ Lampert & O'Connor, P.C.

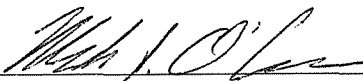
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Kindly direct any correspondence or questions concerning this Notification to the undersigned. Also, please return a date-stamped copy of this letter in the enclosed postage-paid and self-addressed envelope.

Respectfully submitted,

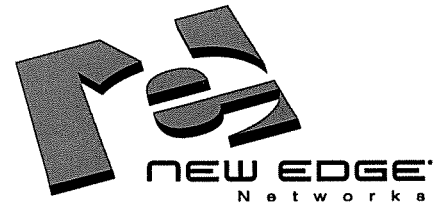
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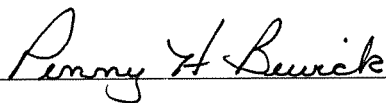
Counsel for EarthLink, Inc.



VERIFICATION OF PENNY H. BEWICK

I, Penny H. Bewick, hereby certify that:

1. I have reviewed the attached notification regarding the indirect transfer of control of New Edge Network, Inc. to EarthLink, Inc., and that all statements made therein are true and correct to the best of my belief; and
2. I am the Vice President of External Affairs for New Edge Network, Inc. and, as such, I am fully authorized by New Edge Network to attest to the veracity of the statements made in the attached application.



Penny H. Bewick