

**Proposed Solution from
EarthLink Business Prepared for:**

The Linux Foundation



May 12, 2014

Donald Slutz
The Linux Foundation
600 York St
San Francisco, CA 94110

Donald,

Thank you for the opportunity to learn more about your technology needs at The Linux Foundation. Based on our recent conversations, you are exploring options for hosting your servers in a cloud based environment and would like to see a proposal that includes the following:

- Colocation

Included is a comprehensive business solution I firmly believe is a great starting point as we explore options to help improve the remote management of your IT infrastructure in our virtual cloud environment. We look forward to helping improve redundancy, security, and availability of your IT resources providing increased productivity and a predictable cost model.

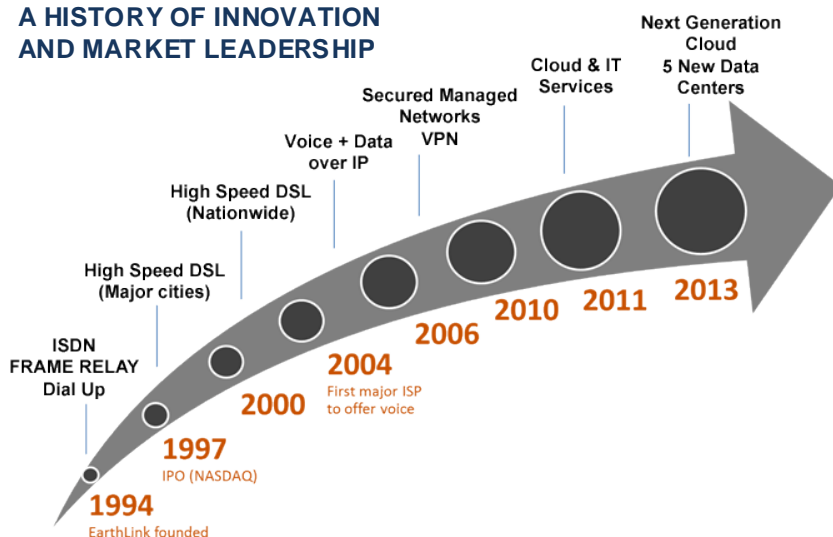
EarthLink Business appreciates the opportunity to earn your trust as a valued business partner. I look forward to continuing discussions and determining next steps.

Sincerely,

Chris Burnard
Sr. Cloud Sales Engineer
cburnard@corp.earthlink.com
508.683.1020

WHY CHOOSE EARTHLINK BUSINESS FOR YOUR IT SERVICES?

A HISTORY OF INNOVATION AND MARKET LEADERSHIP



EarthLink has grown from a provider of consumer internet and email services to a leading IT services, network and communications provider to more than 150,000 businesses. This growth has been achieved through a series of strategic acquisitions while maintaining its award-winning reputation for outstanding customer service.

Our unique combination of integrated solutions and personalized service will help your organization improve productivity, manage change, minimize risk, and lower the total cost of ownership of your IT environment.

CUSTOMIZED SOLUTIONS - Helping you simplify the complex

With our industry-leading IT experts, infrastructure, and services, EarthLink Business can help you develop and execute a comprehensive IT strategy that supports your business goals.

EarthLink Business offers flexible solutions customized to business needs, a comprehensive approach spanning IT, voice and data service, and the convenience of a single provider.

THE EARTHLINK EXPERIENCE



Customer Support experts always ready to help you

Solution Engineers help you customize your solution

Dedicated Project Manager for seamless implementation

Customer service excellence is a core value at EarthLink. Reliable service and a personalized experience customers can trust have earned EarthLink an award-winning reputation. We support customers and monitor our network 24 hours a day, 7 days a week, providing peace of mind and rapid resolution of issues. Our highly-trained teams are staffed with knowledgeable professionals and responsive, skilled technical consultants and account managers. EarthLink's state-of-the-art Network Operations Center (NOC) provides proactive network monitoring and fault resolution 24x7. EarthLink's myLink™ customer control point unlocks a wealth of self-service account management, support, billing, reporting and service management features. With one-click navigation, this secure, centralized customer touch point is an on-demand gateway to client accounts.



EARTHLINK AT A GLANCE

EarthLink Business is a leading IT services and communications provider to more than 150,000 businesses and over one million consumers nationwide. EarthLink empowers customers with cloud hosting and infrastructure services and offers a robust portfolio of managed security, cloud applications, and nationwide MPLS and voice.

OUR MISSION

Anytime, anywhere, EarthLink keeps customers connected and empowered. Our leading-edge managed IT services, network, and communications services deliver the superior and secure experience our customers value and trust.

KEY STATS AND FACTS

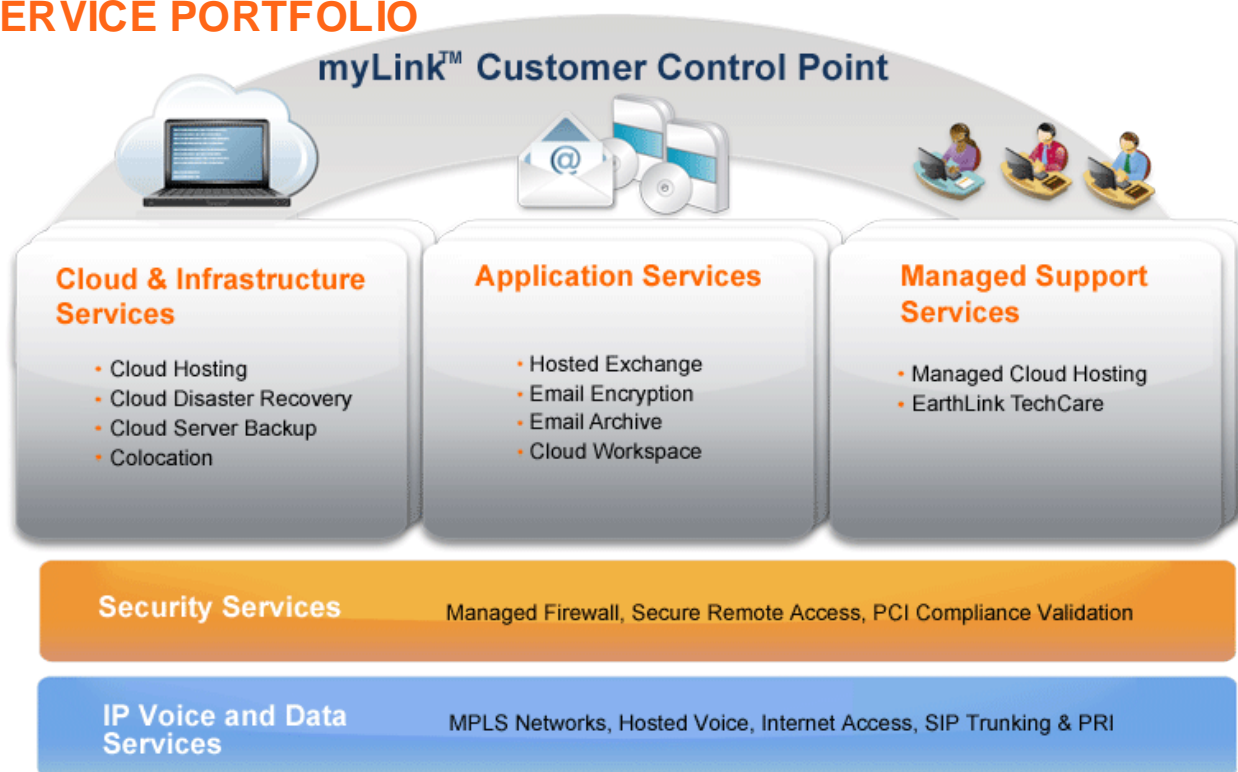
Customers 1.2 million customer relationships
Revenue \$1.3 billion (annualized)
Employees 3,120
Founded 1994
Headquarters Atlanta, GA

FINANCIAL STRENGTH

EarthLink is a profitable company generating significant unlevered free cash flow with one of the lowest debt structures in the industry. With annual revenues of \$1.35 billion and \$204.5 million in cash and marketable securities on the balance sheet* (as of 12/31/12), EarthLink's financial strength sets it apart in the marketplace and is a key, strategic advantage for our customers.

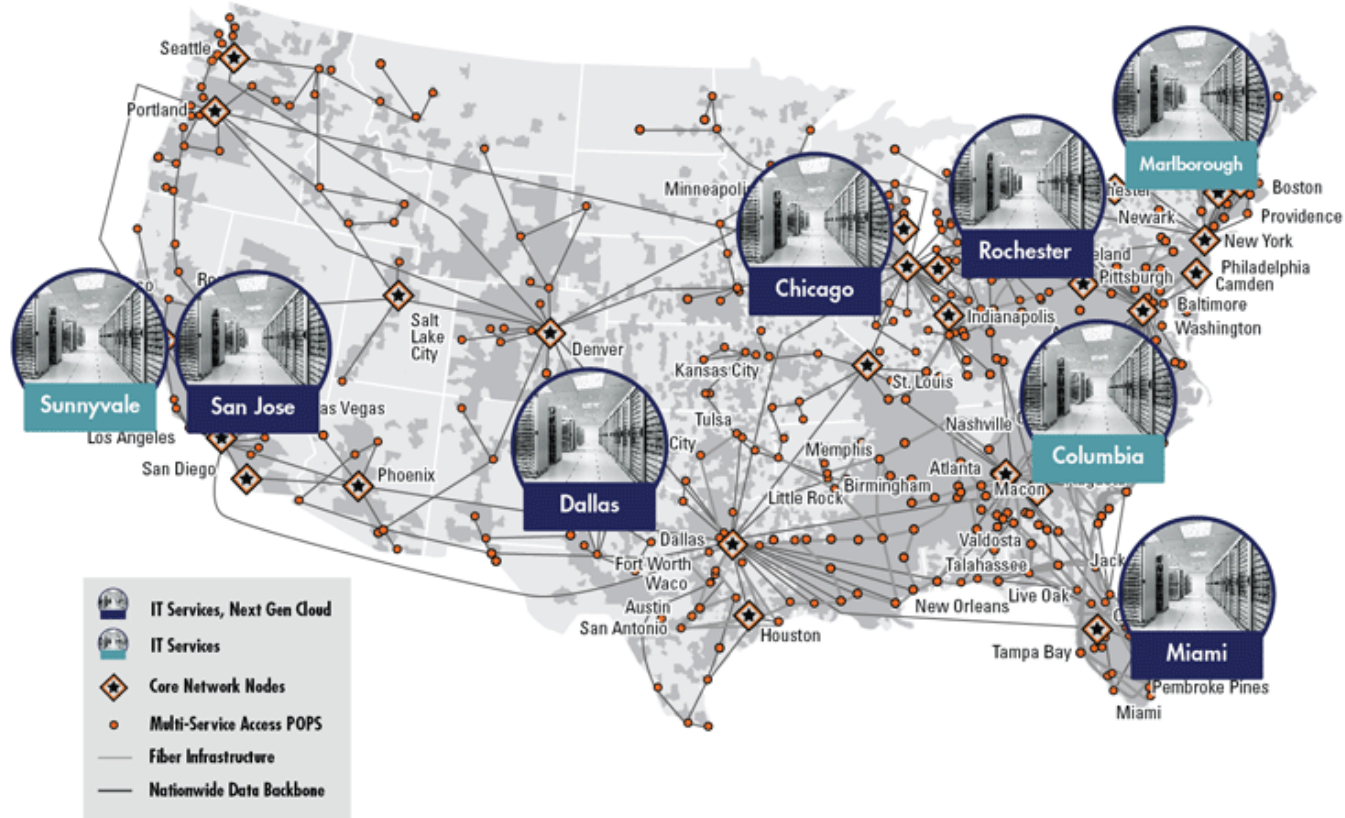
*Pro-forma for convert redemption

SERVICE PORTFOLIO



THE EARTHLINK ADVANTAGE

Next Generation Cloud in Geographically Diverse Data Centers



NATIONWIDE PRIVATE MPLS NETWORK

NETWORK STATISTICS

- ❖ 28,800 route fiber miles
- ❖ 1,415 LEC Colocations
- ❖ 90 metro fiber markets in 25 states
- ❖ 56 voice and data switches
- ❖ 5 secure SSAE 16 data centers
- ❖ Ubiquitous IP coverage to 90% of the US
- ❖ Nationwide IP footprint
- ❖ Access Agnostic Connectivity: T-1, N x T1, DS3, DSL, Ethernet, Ethernet over Copper, OCn, Wireless

SECURE, RELIABLE OPERATIONS

IT services are housed in fault tolerant, high reliability, enterprise-class data centers with 99.999% uptime and 24/7/365 monitoring. EarthLink data centers are SSAE 16 SOC2 certified to support security and compliance requirements.



PROPOSED SOLUTION

PRODUCTS/SERVICES

Order Prices good for 30 days - Quote Expiration Date: June 11, 2014

QTY	SERVICE DESCRIPTION	TERM	ONE-TIME CHARGE	UNIT MONTHLY CHARGE	TOTAL MONTHLY CHARGE
Colocation					
1	Cabinet Size: Full Cabinet	36 months	\$ 0.00	\$ 715.00	\$ 715.00
1	Cabinet - Setup	36 months	\$ 275.00	\$ 0.00	\$ 0.00
1	30A/120V Metered/Redundant	36 months	\$ 0.00	\$ 110.00	\$ 110.00
1	Metered/Redundant Power Supply Setup hdnColoRules	36 months	\$ 660.00	\$ 0.00	\$ 0.00
SUBTOTAL:			\$935.00		\$825.00

TOTAL SOLUTION: \$935.00 \$825.00

ENTERPRISE CLASS SECURITY AND RELIABILITY

Gain ultimate peace of mind with EarthLink Colocation housed in a SSAE 16 SOC2 certified data center. Our colocation facility is custom designed to support your entire IT infrastructure and Disaster Recovery (DR) needs.

Secure

Access into the EarthLink Data Center for Colocation services is equipped with dual-factor biometric fingerprint scanner and access card system controls. The environment is monitored with video and motion sensors. All cabinets are securely locked, checked for compliance, monitored and logged daily. You have 24/7 access to the EarthLink colocation facility.

Reliable

Colocation is designed for servers and other critical IT equipment with 100% uptime guarantee. The Data Center utilizes a fully redundant, efficient cooling and power system. With diverse underground fiber paths and 100% redundant core router and switches, any service within the data center has an always accessible network.

Custom

Bring your own equipment that can be installed in a secure quarter, half or full size cabinet, where you can design the computing environment your business needs*. You can bring your own network connection or take advantage of EarthLink's secure private WAN, the EarthLink MPLS service.

Colocation for Primary Hardware

By choosing to house your hardware in our SSAE 16 SOC2 certified data centers, you can rely on EarthLink and avoid the logistical and financial burden of building an infrastructure stringent enough to house your mission critical data and applications. Bring your equipment into an EarthLink Data Center and access your servers remotely from anywhere, anytime.

Colocation for Disaster Recovery

When you use our data center to house a full back-up of your hardware in our colocation environment, your system can be online instantly in the event of a disaster like hard drive failure, fire, water damage, natural disasters, or even theft. With offsite backup, full failover replication of your IT environment, highly redundant SSAE 16 SOC2 certified data center and a team of disaster recovery engineers, we have your IT services covered.

*Note: In Dallas, San Jose, Chicago and Miami data centers only full cabinets are available.

COLOCATION



FEATURES AND SUPPORT FOR EVERY SERVER SIZE

It's easy to determine the package that is right for your business. Select EarthLink's leading edge MPLS service or choose your own provider. Whether you need to house a server or opt for a full 47U cabinet, remote monitoring is always available in addition to access to our network operations team for immediate onsite support.

CABINET SIZE	¼ CABINET	½ CABINET	FULL CABINET
Total Cabinet Space	10U	20-22U	40U-47U
Power	Metered or Fixed Circuit	Metered or Fixed Circuit	Metered or Fixed Circuit
Web Power Portal	✓	✓	✓
24/7 Access	✓	✓	✓
Remote Monitoring	✓	✓	✓
Onsite Support Staff	✓	✓	✓
Secure Private Environment	✓	✓	✓
100% Uptime Guarantee	✓	✓	✓
SSAE 16 SOC 2	✓	✓	✓
Carrier Neutral Bandwidth	✓	✓	✓

*Note: In Dallas, San Jose, Chicago and Miami data centers only full cabinets are available.

The EarthLink Data Centers are a high availability state of the art facility designed to meet our customer's needs for Cloud Hosting, Cloud Disaster Recovery and Colocation services.

- Custom designed to house leading edge corporate technology networks
- Extra-large cabinets for colocation (42 -47U)
- Fully redundant infrastructure – UPS, power generation, cooling, fiber network and backbone providers

Efficient Design

- Real time energy monitoring /PUE
- Ultra efficient cooling and power systems

Cooling

- Energy efficient precision cooling
- All equipment in N+1

Fire Suppression

- FM200 inert gas or dry pipe pre-action
- Environmentally friendly

Power

- Diverse A&B UPS power available to every cabinet
- Dual diesel generators
- Multiple active utility feeds
- Metered power or fixed circuit

Security

- Biometrics and secure card access
- Closed circuit TV with 24/7 digital surveillance
- On site security personnel
- 24/7 facility access

Data Network

- Diverse fiber paths to the Data Center
- Multiple backbone providers
- 24/7 network monitoring to ensure consistent and reliable availability
- 100% uptime guarantee

Helping Customers Increase Revenues and Reduce Costs



"If we didn't move to cloud services, we would have been out of business during the hurricane."

"We brought the EarthLink proposal to the board and they were very happy, we didn't have to make an \$80,000 capital expense."

Bob Serchuk, Controller, Ciao Bella.



"You can't put a price on the availability of systems. That's the value of infrastructure as a service. With EarthLink, I'm sleeping better at night."

"Now that our team isn't managing servers every day, we're starting to look at business challenges and providing technology solutions to improve our processes. Instead of fixing things, we'll be proactively contributing to the business."

Ryan Sallee, Chief Information Officer, The College Network



"With EarthLink Cloud Hosting, we eliminate the need to add infrastructure or engineering resources to scale our operations while reducing our annual costs by 16 percent. We're able to keep our team very focused on profit-generating technology advancements."

Seth Bostock, Executive Vice President, Business Development, independenceIT



"Moving our data center to EarthLink was the best business decision we have made. We are better prepared to grow and can more effectively compete for clients who demand the highest level of security available. We are closing several deals now and clients can trust us to protect their data."

Marcelo Ahuerma, IT and Implementation Manager, Payrolling



"From our rank and file employees to our CEO, they all love efficiencies like email that can be accessed using their smartphones and mobile devices. Plus, our web-based email portal enables them to work remotely. I'm truly looking forward to the future as I work with EarthLink Business to implement more exciting applications to help our staff work smarter."

Mary Watson, HIM Director and HIPPA/Corporate Compliance Officer, Valley Health Services