

October 6, 2010

**VIA OVERNIGHT DELIVERY**

Mr. David Danner  
Executive Secretary  
Washington Utilities and Transportation Commission  
1300 S. Evergreen Park Dr., SW  
Olympia, Washington 98504-7250

2010 OCT -7 AM 11: 18

**Re: Notification of the Indirect Transfer of Control of  
DeltaCom, Inc. and Business Telecom, Inc. to EarthLink, Inc.**

Dear Ms. Danner:

ITC^DeltaCom, Inc. ("ITCD") and EarthLink, Inc. ("EarthLink") (collectively, the "Parties") hereby notify the Washington Utilities and Transportation Commission (the "Commission") of the indirect transfer of control of DeltaCom, Inc. ("DeltaCom") and Business Telecom, Inc. ("BTI") (collectively, the "DeltaCom Subsidiaries") from ITCD to EarthLink. It is the Parties' understanding that Commission approval is not required to complete the transaction described herein. Accordingly, the Parties submit this letter for informational purposes only to ensure the continued accuracy of the Commission's records.

An original and one (1) copy of this notification letter are enclosed. Please date-stamp and return the extra copy of this filing in the self-addressed, postage paid envelope provided.

**I. DESCRIPTION OF THE PARTIES**

**A. ITC^DeltaCom, Inc.**

ITCD is a publicly-traded Delaware holding company headquartered at 7037 Old Madison Pike, Huntsville, Alabama 35806 and is the ultimate parent of the subsidiaries – DeltaCom and BTI. Through its certificated subsidiaries – DeltaCom and BTI – ITCD provides voice and data telecommunications services on a retail basis to primarily business customers in the southern United States and regional communications transmission services over its network on a wholesale basis to other communications companies.

**B. DeltaCom, Inc.**

DeltaCom is a wholly-owned subsidiary of Interstate FiberNet, Inc., which, in turn, is wholly-owned by ITCD. DeltaCom is incorporated under the laws of the state of Alabama and is

October 6, 2010

Page 2

qualified to transact business in this state as a foreign corporation. DeltaCom is authorized to provide long distance interexchange telecommunications services in Washington pursuant to the Commission's Order Authorizing Registration issued in Docket No. UT-940516 on April 27, 1994. Additionally, DeltaCom is authorized by the various state public service commissions to provide facilities-based and/or resold interexchange telecommunications services in the other 49 states and the District of Columbia, pursuant to certification, registration or tariff requirements, or on a deregulated basis and is authorized to provide competitive local exchange services in more than 10 states.

**C. Business Telecom, Inc.**

BTI is a wholly owned subsidiary of BTI Telecom Corp. which is a wholly owned subsidiary of ITCD. BTI is a corporation organized pursuant to the laws of the State of North Carolina and is qualified to transact business in this state as a foreign corporation. BTI provides integrated telecommunications services primarily in the southeastern United States and is authorized to provide resold long distance interexchange telecommunications services in Washington pursuant to the Commission's Orders Authorizing Registration issued in Docket Nos. UT-920932 and UT-980656 on September 23, 1992 and October 14, 1998, respectively. Additionally, BTI is authorized by the various state public service commissions to provide facilities-based and/or resold interexchange telecommunications services in the other 49 states and the District of Columbia, pursuant to certification, registration or tariff requirements, or on a deregulated basis and is authorized to provide competitive local exchange services in over 20 states.

**D. EarthLink, Inc.**

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 and broadband (high speed) Internet access; web hosting; advertising and related services; and VoIP services. EarthLink provides its portfolio of services to approximately 1.9 million customers through a nationwide network of dial-up points of presence and a nationwide broadband footprint. EarthLink also provides, through its wholly-owned subsidiary New Edge Network, Inc. ("New Edge"), competitive local exchange and interexchange services in 46 states. In Washington, New Edge is registered to provide interexchange telecommunications services pursuant to a Commission order issued in Docket No. UT-990945 on July 28, 1999. Additional information regarding EarthLink's management team is available at [www.earthlink.net](http://www.earthlink.net).

October 6, 2010

Page 3

## **E. Designated Contacts**

Questions, correspondence, or other communications concerning this notification should be directed to the following:

### For ITC^DeltaCom:

Tony S. Lee  
Venable LLP  
575 7<sup>th</sup> Street, N.W.  
Washington, D.C. 20036  
Tel: (202) 344-4000  
Fax: (202) 344-8300  
Email: tslee@venable.com

D. Anthony Mastando  
VP – Regulatory Affairs/Senior Reg Attorney  
7037 Old Madison Pike  
Huntsville, AL 35806  
Tel: (256) 382-3856  
Fax: (256) 382-3936  
Email: tony.mastando@deltacom.com

### For EarthLink

Mark J. O'Connor  
Lampert, O'Connor & Johnston, P.C.  
1776 K Street, N.W. Suite 700  
Washington, DC 20006  
Tel: (202) 887-6230  
Fax: (202) 877-6231  
Email: oconnor@lojlaw.com

Samuel R. DeSimone, Jr.  
General Counsel and Secretary  
1375 Peachtree Street, Level A  
Atlanta, GA 30309  
Tel: (404) 748-6634  
Fax: (404) 287-4905  
Email: sam.desimone@corp.earthlink.net

## **II. DESCRIPTION OF THE PROPOSED TRANSFER OF CONTROL**

EarthLink and ITCD recently entered into an Agreement and Plan of Merger (“Agreement”), pursuant to which ITCD will become a direct, wholly-owned subsidiary of EarthLink. As a result of the merger, the DeltaCom Subsidiaries will become indirect, wholly owned subsidiary/subsidiaries of EarthLink. The proposed Transfer of Control will result from the merger of a newly formed subsidiary with and into ITCD, with ITCD surviving as a wholly-owned subsidiary of EarthLink. Under the terms of the Agreement, which was unanimously approved by the boards of directors of both companies, EarthLink will acquire the stock of ITCD in an all cash transaction. Corporate organization charts depicting the respective corporate structures of the parties prior to and immediately following the merger, as well as a diagram illustrating the merger, are attached hereto as Exhibit A.

**III. PUBLIC INTEREST CONSIDERATIONS**

The proposed acquisition of the DeltaCom Subsidiaries by EarthLink will serve the public interest by creating one of the largest nationwide competitive communications service providers serving Internet/business customers. The combined company will offer customers a compelling alternative to legacy carriers through the combined footprint of the two companies, a comprehensive suite of Internet/business services, and an extensive switching and fiber network.

The complementary strengths, product sets, and geographic footprints of the two companies should position EarthLink to realize cost savings and achieve synergies that are expected to strengthen its ability to enhance service offerings and provide more advanced communications services to a broader customer base. Among the additional synergies and benefits that are expected include the following: the transaction will provide both companies with significant new customer relationships and create opportunities for both companies to offer additional products and services to each other's customers; both companies will be afforded greater capabilities to market and offer solutions to businesses and to differentiate themselves significantly in the marketplace; and the merged company will be able to bring new services and products to the marketplace more quickly than either could do separately. Moreover, the strategic combination will bring together two companies that share a commitment to building and maintaining solid relationships with their customers. Both EarthLink and ITCD believe that success is built by providing excellent service to every customer.

Although EarthLink's acquisition of ITCD will result in a change in the ultimate ownership and control of the DeltaCom Subsidiaries, no transfer of certificate, assets or customers will occur as a result of the Transfer of Control. Immediately following consummation of the merger, the DeltaCom Subsidiaries will continue to provide service to Washington customers pursuant to their existing authorization with no change in the rates or terms and conditions of service as currently provided. The Transfer of Control will be transparent to the DeltaCom Subsidiaries' Washington customers in terms of the services they currently receive.

In sum, the combination of EarthLink and ITCD is expected to create substantial opportunities for customers of both companies and provide shareholders with significant value, which will ultimately enhance the quality and variety of telecommunications products and services offered to Washington consumers. The proposed indirect transfer of control will therefore serve the public interest of the State of Washington.

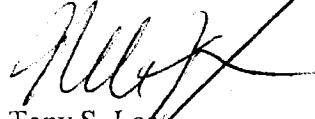
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October 6, 2010

Page 5

Should you have any questions with respect to this matter, please do not hesitate to contact us.

Respectfully submitted,



Tony S. Lee  
Mikhia E. Hawkins

Counsel for ITC^DeltaCom, Inc.

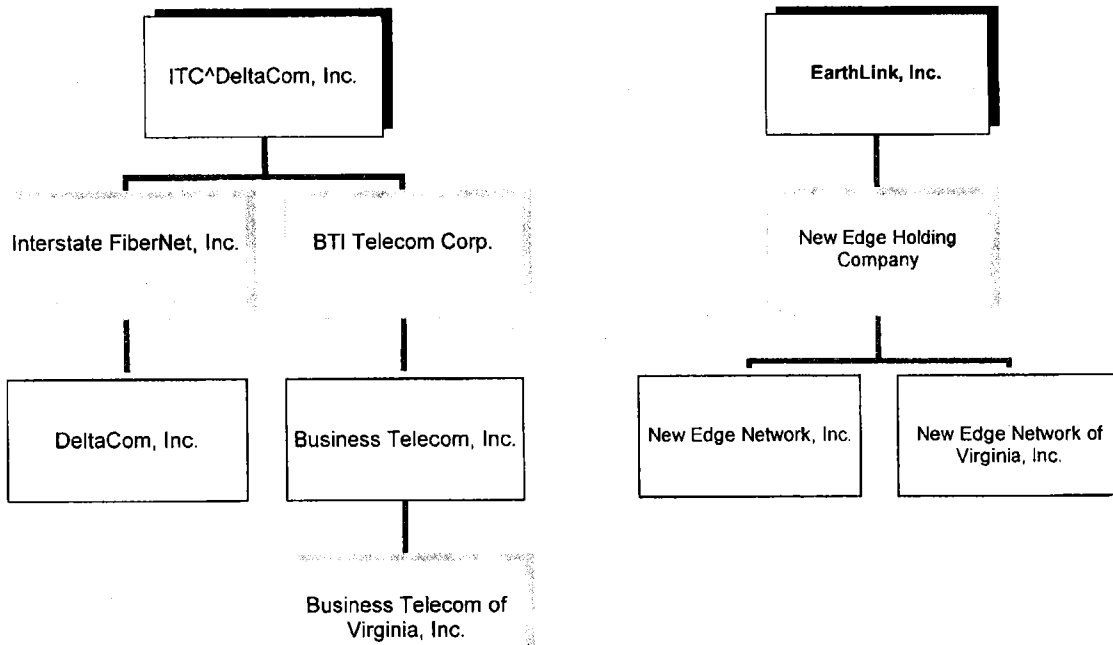
Enclosures

cc: D. Anthony Mastando (DeltaCom)  
Mark O'Connor (Lampert, O'Connor & Johnston)

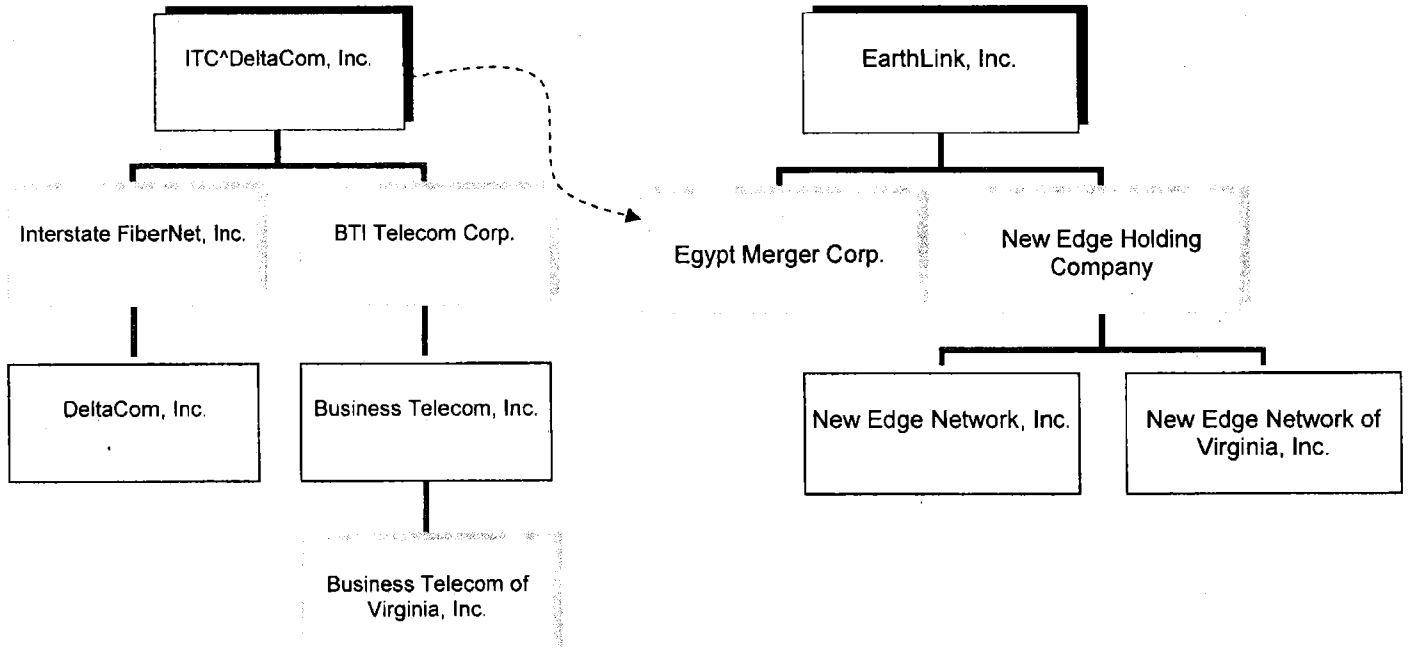
**EXHIBIT A**

**Corporate Structure of EarthLink, Inc.  
and ITC^DeltaCom, Inc.  
Prior to and Following the Merger**

**Pre-Transaction Corporate Structure of the  
Regulated Subsidiaries of ITC^DeltaCom, Inc. and EarthLink, Inc.**

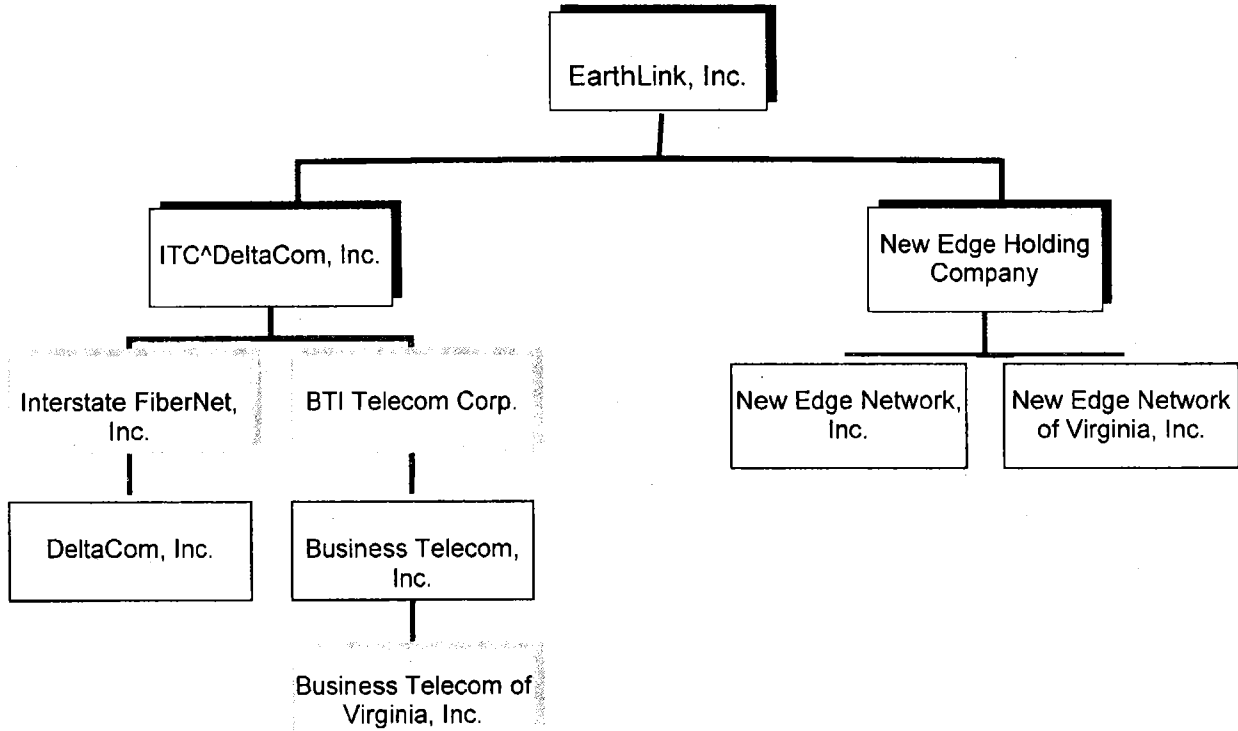


**Illustration of the Merger**





**Post-Transaction Corporate Structure of the  
Regulated Subsidiaries of ITC^DeltaCom, Inc. and EarthLink, Inc.**



**EXHIBIT B**

**EarthLink Officers and Directors**

**Key Officers:**

Rolla P. Huff: Chairman and Chief Executive Officer  
Joseph M. Wetzel: President and Chief Operating Officer  
Bradley A. Ferguson: Chief Financial Officer  
Samuel R. DeSimone, Jr.: General Counsel and Secretary  
Stacie Hagan: Chief People Officer  
Cardi Prinzi: President, New Edge Networks  
Kevin Brand: Chief of Consumer Products and Support

**Board of Directors:**

Rolla P. Huff: Chairman and Chief Executive Officer  
Marce Fuller: Independent Lead Director  
Terrell Jones: Director  
Susan D. Bowick: Director  
David Koretz: Director  
Thomas E. Wheeler: Director  
M. Wayne Wischart: Director

All of the above Officers and Directors of EarthLink, Inc. can be contacted at the following address:

EarthLink, Inc.  
1375 Peachtree Street  
Suite 400  
Atlanta, Ga 30309  
Tel: (404) 815-0770