

October 4, 2010

VIA OVERNIGHT DELIVERY

Bill Duncan
Telecom & Water Section Manager
Public Service Commission of Utah
160 East 300 South
4th Floor
Salt Lake City, UT 84111

2010 OCT 6 AM 9 32

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

Dear Mr. Duncan:

ITC^DeltaCom, Inc. ("ITCD") and EarthLink, Inc. ("EarthLink") (collectively, the "Parties") hereby notify the Public Service Commission of Utah ("Commission") of the indirect transfer of control of DeltaCom, Inc. ("DeltaCom") 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 five (5) copies 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 subsidiary – DeltaCom. Through its subsidiary – DeltaCom -- 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 qualified to transact business in this State as a foreign corporation. DeltaCom provides

interexchange telecommunications services in Utah on a deregulated basis pursuant to letter registration filed with the Commission on February 14, 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. EarthLink, Inc.

EarthLink is a publicly traded Delaware corporation. It is an Internet service provider, providing nationwide Internet access and related value-added services to individual and small business customers. Its 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 Utah, New Edge is authorized to provide local exchange telecommunications services pursuant to certification issued in Docket No. 99-2287-01 on December 22, 1999, and interexchange telecommunications services on a deregulated basis. Additional information regarding EarthLink's management team is available at www.earthlink.com.

D. Designated Contacts

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

For ITCD:

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For EarthLink

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Samuel R. DeSimone, Jr.
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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 an indirect, wholly-owned subsidiary of EarthLink. As a result of the merger, DeltaCom will become an indirect, wholly owned subsidiary 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 DeltaCom 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 DeltaCom, no transfer of authorization, assets or customers will occur as a result of the Transfer of Control. Immediately following consummation of the merger, DeltaCom will continue to provide service to Utah customers pursuant to its 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 DeltaCom’s Utah customers in terms of the services they currently receive.

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In sum, the combination of EarthLink and ITC^D 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 Utah consumers. The proposed indirect transfer of control will therefore serve the public interest of the State of Utah.

* * *

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

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Tony S. Lee". The signature is fluid and cursive, with a long horizontal stroke at the end.

Tony S. Lee

Counsel for ITC^DDeltaCom, Inc.

Enclosure

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 Merge**

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

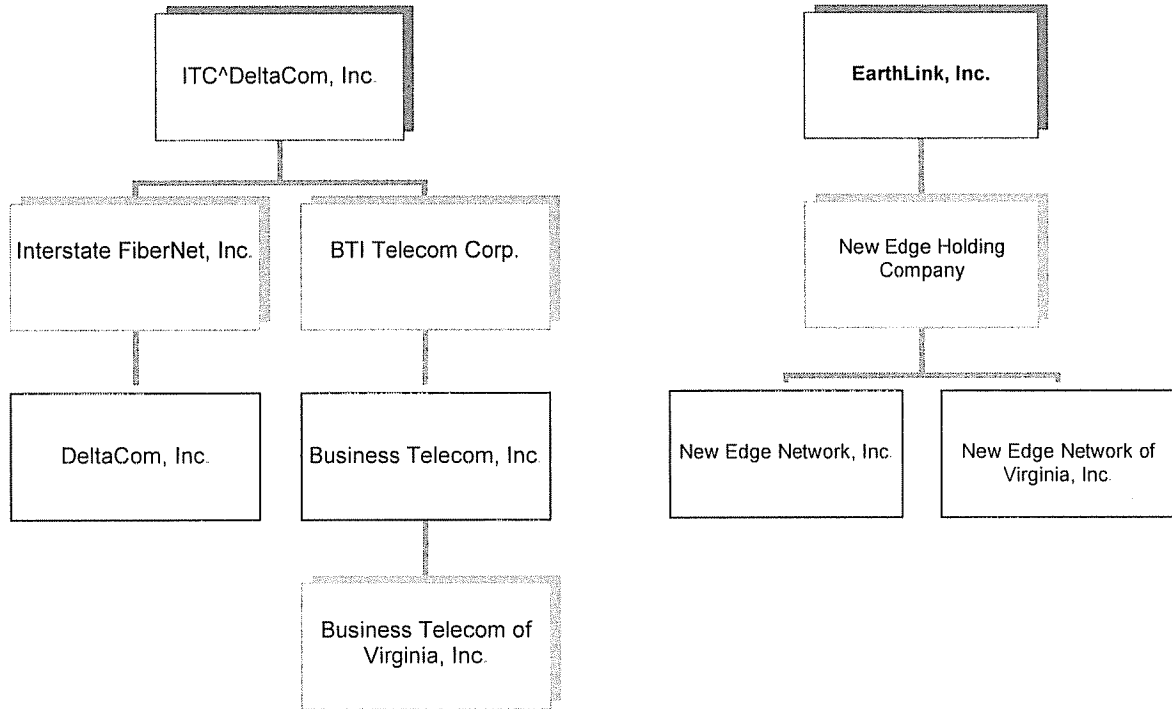
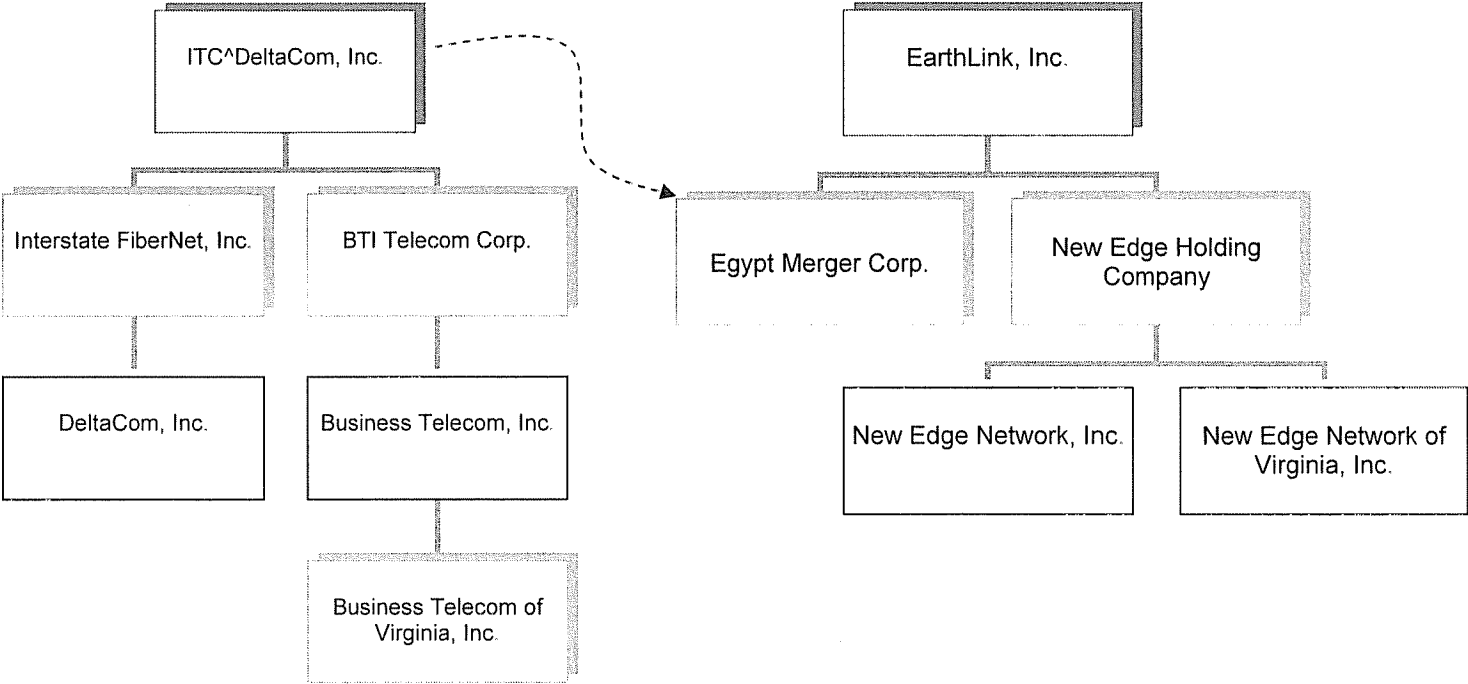


Illustration of the Merger



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

