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September 10, 2004

BY OVERNIGHT DELIVERY

Executive Secretary
Kentucky Public Utilities Commission
730 Schenkel Lane
Frankfort, KY 40601

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SEP 13 2004

PUBLIC SERVICE
COMMISSION

RE: Notice of Transfer of Control

Dear Sir or Madam:

ITC^ΔDeltaCom, Inc. ("ITCD"), Southern Digital Network, Inc. d/b/a FDN Communications ("FDN") and Network Telephone Corporation ("NT"), hereby jointly notify the Commission of the transfer of control of FDN and NT to ITCD (the "FDN-NT Transactions").¹ FDN and NT both hold certificates of public convenience and necessity to provide intrastate competitive local exchange services and long distance services in this state.

Additionally, in connection with the FDN-NT Transactions, ITCD will issue new common stock resulting in a reduction of the ownership interest of ITCD's current majority shareholders, Welsh, Carson, Anderson & Stowe VIII, L.P., WCAS Capital Partners III, L.P., and WCAS Information Partners, L.P. (together, "Welsh Carson") to below fifty percent (50%), which, in turn, will result in a transfer of control of ITCD and its three operating subsidiaries – Interstate FiberNet, Inc. ("IFN"), Business Telecom, Inc. ("BTI"), and ITC^ΔDeltaCom Communications, Inc. d/b/a ITC^ΔDeltaCom and d/b/a Grapevine ("DeltaCom") – from Welsh Carson to the shareholders of ITCD (the "Indirect Transfer"). IFN, DeltaCom and BTI hereby notify the Commission of this Indirect Transfer.

Additionally, as part of the FDN-NT Transactions, FDN and NT will each act as a guarantor under the existing ITCD credit facility agreements in the same manner as DeltaCom, IFN, and BTI do today (the "Guarantees"). FDN and NT hereby notify the Commission of their intent to issue and execute their respective Guarantees.

¹ The transfer of control of NT to ITCD will not occur until and unless the transfer of control of FDN to ITCD is approved by the Commission and is subsequently consummated.

Finally, as part of the various transactions described herein, the organizational structure of ITCO will change (the "Reorganization"). Currently, DeltaCom's immediate parent is IFN, and, therefore, DeltaCom is an indirect, second-tier subsidiary of ITCO. After consummation of the transactions described herein, DeltaCom will become a direct, first-tier subsidiary of ITCO and not an indirect subsidiary. ITCO and DeltaCom hereby notify the Commission of the Reorganization.

None of the transactions described herein involve a transfer of operating authority or operating certificates for any of the companies involved and there will be no transfer of customers. NT, FDN, and the operating entities of ITCO (IFN, BTI and DeltaCom) will continue to provide competitive telecommunications services to their existing customers pursuant to their existing certifications following consummation of the transactions contemplated herein.² The proposed transfer will be seamless and transparent to consumers. Each of DeltaCom, FDN and NT's customers will continue to receive high-quality service. The consolidated companies will continue to honor all terms and conditions related to service agreements with customers.

ITCO is a holding company and has no certificates of authority. DeltaCom received its authority to provide long distance and competitive local telecommunications services pursuant to Docket No. 94-201 dated 10/4/94. IFN is a provider of wholesale fiber optic transmission or commonly known as a carrier's carrier. BTI is a North Carolina corporation that is authorized to provide long distance and competitive local exchange service in this State pursuant to Docket No. 92-367, dated 12/8/92 and 7/8/98.

FDN provides local, interexchange and high-speed Internet access services pursuant to the authority granted by this Commission in Docket No. T-65-028 dated 4/9/04 and T-65-0286 dated 4/6/04. FDN is a Delaware corporation. FDN, together with its affiliates, provides local, interexchange and high-speed Internet access services to more than 55,000 business locations with more than 225,000 business and Internet lines.

NT is a Florida corporation that is authorized to provide competitive local exchange and long distances services in this State pursuant to Docket No. 5007600 dated 6/19/98. NT provides small business customers with phone and Internet services including local, long distance, high speed internet, Web hosting, data backup, Virtual Private Networking (VPN) service, and conferencing services. Currently, NT provides service to 17,000 small business customers.

² IFN provides no retail services, only wholesale services to other carriers.

It is our understanding that no approval is required to conclude the transactions described above. However, in an abundance of caution, the parties are forwarding this letter to the Commission for informational purposes, to be included in the appropriate files. Absent receipt of written notification to the contrary within thirty (30) days of the date of this letter, we will proceed under the understanding that no approval or other formal action is required by the Commission prior to consummation of the proposed transactions.

Enclosed please find the original plus ten (10) copies of this filing. Please date stamp and return the enclosed extra copy of this letter in the envelope provided as evidence of filing. Do not hesitate to contact me should you have any questions regarding this notice or if you require additional information.

Sincerely,



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