

November 1, 2010

Mary Freeman, Chairman

Tennessee Regulatory Authority filed electronically in docket office on 11/01/10

Attention: Sharla Dillon

460 James Robertson Parkway

Nashville, Tennessee 37243

Re: Joint Application of ITC^DeltaCom, Inc., and Earthlink, Inc., for
Approval of the Indirect Transfer of Control of DeltaCom, Inc., and
Business Telecom, Inc.
Docket No. 10-00193

Dear Chairman Freeman:

I am writing on behalf of ITC^Deltacom, Inc. and EarthLink, Inc., asking the Tennessee Regulatory Authority to approve the parties' request for an indirect transfer of control at either the Authority's next agenda conference on November 22, 2010, or at a specially called conference on or before December 7, 2010.

The Petition asks the TRA to approve the transfer of control of two competitive local carriers from ITC^Deltacom to EarthLink. As described in the Petition, the transfer will result from EarthLink's purchase of the stock of ITC^DeltaCom. EarthLink will thereby acquire indirect control of DeltaCom, Inc., ("DeltaCom" dba Deltacom Business Solutions) and Business Telecom, Inc. ("BTI"). The certificates held by DeltaCom and BTI will not be transferred¹ nor will the sale affect the rates, terms and conditions of service of either DeltaCom or BTI, both of which will continue to provide service under the same carrier names and management teams. Furthermore, this transaction does not involve any financing which would require TRA review.

The stock sale is tentatively scheduled to close on or before December 15, 2010. When representatives from DeltaCom first discussed this Petition with the TRA staff, both sides anticipated that the matter would come before the agency at its agenda conference on December 6, 2010. If the agency approved the Petition on December 6, the company believed that the TRA could issue a written order prior to the closing on December 15, or if not, that the company would have time to obtain a certified copy of the transcript of the TRA's approval.

Since those discussions occurred, the TRA has moved its December 6 conference to December 13, and the applicants are concerned that, even if the TRA approves the Petition, the approval

¹ Since this is purely a stock sale, not an asset purchase, and since the certificates are not being transferred, TRA approval of this transaction is, arguably, not required.

Mary Freeman, Chairman
November 1, 2010
Page 2

will not come in time for the applicants to close this transaction on December 15. A delay in the closing may be costly to the parties and could possibly derail the transaction.

The TRA staff has issued a data request and the applicants have, to their knowledge, fully and satisfactorily responded. The joint applicants therefore believe that this matter should be ready to be placed on the TRA agenda on November 22 for consideration. If, for any reason, that is not possible, the applicants respectfully ask that the TRA specially set an agenda conference as soon as administratively practicable thereafter, but not later than December 7, 2010, to consider this Petition.

Thank you for your consideration this request.

Very truly yours,

BRADLEY ARANT BOULT CUMMINGS LLP

By:

Henry Walker

HW/dnr