

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application	)	Application No. C-1502
of DeltaCom, Inc. of Arab, Alabama	)	
seeking authority to change its cor-	)	
porate structure, change its name to	)	GRANTED
ITC^DeltaCom Communications, Inc. and	)	
to use DeltaCom's assets as security	)	
for debt.	)	Entered: April 29, 1997

BY THE COMMISSION:

O P I N I O N   A N D   F I N D I N G S

On March 11, 1997, an application was filed by DeltaCom, Inc. of Arab, Alabama seeking authority to transfer DeltaCom's stock from ITC Holding Company, Inc. to Interstate FiberNet, Inc., change its name to ITC^DeltaCom Communications, Inc. and use DeltaCom's assets as security for debt. Notice of the application was published in the The Daily Record on March 12, 1997. No protests were filed; therefore, this application has been administered pursuant to the Commission's rules of modified procedure.

DeltaCom, Inc. is a certificated provider of interLATA and intraLATA telecommunications services in Nebraska. DeltaCom is a wholly-owned subsidiary of ITC Holding Company, Inc. and is authorized to provide interexchange service in more than 25 states, including Nebraska. Its certificate of authority to provide telecommunications services in Nebraska was granted on February 4, 1997 in Application No. C-1436.

The sole stockholder of DeltaCom is ITC Holding Company, Inc. and ITC Holding Company has been apprised of the proposed transfer of DeltaCom stock to Interstate FiberNet, Inc. Interstate FiberNet is a wholly-owned subsidiary of ITC Holding Company. The reorganization will not change customers' rates or current service.

ITC Holding Company and its subsidiaries, including DeltaCom, will be co-borrowers pursuant to a five year senior facility agreement. The total amount of the loan will be approximately \$150 million dollars. Financial information on the ITC corporations involved with the loan were provided to the Commission. The refinancing will be used to enhance DeltaCom's billing and customer service center system. DeltaCom will file a new tariff that will reflect the name change to ITC^DeltaCom Communications, Inc.

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O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application C-1502 be, and it is hereby, granted. DeltaCom, Inc. is hereby authorized to transfer DeltaCom's stock from ITC Holding Company, Inc. to Interstate FiberNet, Inc., change its name to ITC<sup>Δ</sup>DeltaCom Communications, Inc. and use DeltaCom's assets as security for debt.

IT IS FURTHER ORDERED that ITC<sup>Δ</sup>DeltaCom Communications, Inc. and/or its successor corporation shall file annually, in accordance with the applicable statutes, a report with this Commission consisting of (a) a copy of any reports filed with the Federal Communications Commission and the Security and Exchange Commission, (b) the annual report to stockholders, and (c) for the State of Nebraska on a combined interstate-intrastate basis, the investment in telephone plant and equipment located within the state, accumulated depreciation thereon, operating revenues, expenses and taxes by April 30th of each year.

IT IS FURTHER ORDERED that ITC<sup>Δ</sup>DeltaCom Communications, Inc. file an updated tariff within 30 days of the date of this order.

MADE AND ENTERED at Lincoln, Nebraska, this 29th day of April, 1997.

COMMISSIONERS CONCURRING:

NEBRASKA PUBLIC SERVICE COMMISSION

Chairman

ATTEST:

Executive Director

//s//Rod Johnson  
//s//Frank E. Landis  
//s//Daniel G. Urwiller