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July 10, 2003

## **BY OVERNIGHT MAIL**

030000 -PU

Blanca S. Bayo, Director  
Division of Records & Reporting  
Florida Public Service Commission  
2540 Shumard Oak Blvd.  
Tallahassee, Florida 32399-0850

**Re: Letter Application of Business Telecom, Inc. d/b/a BTI for Approval of a Pro Forma Transfer of Control**

Dear Ms. Bayo:

Business Telecom, Inc. d/b/a BTI ("BTI" or "Applicant"), by its undersigned counsel and pursuant to Florida Statute Chapter 364.33 and Rule 25-4.004 of the Rules of the Florida Public Service Commission ("Commission"), hereby respectfully requests approval from the Commission for a proposed pro forma transfer of control of BTI, a company authorized to provide telecommunications service in the State of Florida. Applicant hereby provides an original and six (6) copies of its request.

## **I. INTRODUCTION**

As discussed below, BTI's indirect controlling shareholder Welsh, Carson, Anderson & Stowe VIII, L.P., along with WCAS Capital Partners III, L.P. and WCAS Information Partners, L.P., (collectively, "Welsh Carson"), will (i) make BTI and its parent holding company, BTI Telecom Corp. ("BTI Telecom"), subsidiaries of ITC^DeltaCom, Inc. ("ITC"), and (ii) will become a controlling shareholder of ITC. After consummation of the proposed transaction, Welsh Carson will continue to be BTI's indirect controlling shareholder.

BTI emphasizes that the transfer of control described herein is pro forma in nature because it will not result in a change in the ultimate controlling shareholder of BTI or otherwise change the operations of BTI. The proposed pro forma transaction will not involve an

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assignment of BTI's certification or a change in the day-to-day operations of the certificated company. In addition, there will be no change in the services offered to BTI's customers or the rates for BTI's regulated services. The transaction will be completely transparent to BTI's customers. BTI submits that this transaction will serve the public interest and therefore requests approval of this Application.

In support of this Application, Applicant submits the following information:

## **II. THE PARTIES**

### **A. BTI**

BTI is a privately held corporation organized pursuant to the laws of the State of North Carolina whose principal business is telecommunications. BTI is a wholly owned subsidiary of BTI Telecom, a privately held North Carolina holding company. BTI Telecom holds no regulatory licenses from this or any other regulatory commission.

BTI is a leading provider of integrated telecommunications services primarily in the southeastern United States. BTI is authorized to provide local, long distance, and alternative operator telecommunications services throughout Florida. BTI was authorized to provide service in Order No. 25802 issued in Docket No. 910902-TI on February 25, 1992 and in Order No. PSC-97-0879-FOF-TX issued in Docket No. 970486-TX on July 23, 1997, which became effective on August 14, 1997. In addition to the services provided to Florida consumers, 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. Additionally, BTI is currently authorized to provide competitive local exchange services in over 20 states.

### **B. Welsh, Carson, Anderson & Stowe**

Welsh, Carson, Anderson & Stowe VIII, L.P., WCAS Capital Partners III, L.P. and WCAS Information Partners, L.P. are limited partnerships organized under the laws of the State of Delaware with their principal place of business located at 320 Park Avenue, Suite 2500, New York, New York 10022. Welsh, Carson, Anderson & Stowe VIII, L.P., WCAS Capital Partners III, L.P., and WCAS Information Partners, L.P. are affiliates of Welsh, Carson, Anderson & Stowe ("WCAS"), a U.S.-based private equity firm founded in 1979. WCAS, through Welsh Carson and other affiliates, holds ownership interests in telecommunications companies, as well as other companies in the information services and healthcare industries. Although the WCAS affiliates are not commonly owned, they are managed and controlled by the same ultimate group of individuals.

In addition to its indirect controlling ownership of BTI, Welsh Carson is also the largest minority shareholder of ITC's common stock. ITC is a publicly-held Delaware corporation headquartered in West Point, Georgia. Through its subsidiaries, ITC^DeltaCom Communications, Inc. and Interstate FiberNet, ITC provides voice and data telecommunications

services on a retail basis to business and residential customers in the southern United States and regional telecommunications transmission services over its network on a wholesale basis to other telecommunications companies.

**C. Designated Contacts**

The designated contacts for questions concerning this Application are:

Catherine Wang  
Kathleen Greenan Ramsey  
Swidler Berlin Shereff Friedman, LLP  
3000 K Street, NW, Suite 300  
Washington, D.C. 20007  
Tel.: (202) 945-6922  
Fax: (202) 424-7645  
Email: KLGreenan@SWIDLAW.com

with a copy to:

Bruce R. Bullock  
Vice President/ Associate General Counsel  
Business Telecom, Inc.  
4300 Six Forks Road  
Raleigh, NC 27609  
Tel.: (919) 863-7071  
Fax: (919) 863-7098  
Email: bruce.bullock@bti.com

and

Jonathan M. Rather  
General Partner and CFO  
Welsh, Carson, Anderson, & Stowe  
320 Park Avenue  
New York, NY 10022  
Tel: (212) 893-9570  
Fax: (212) 893-9548  
Email: jrather@welshcarson.com

**III. DESCRIPTION OF PROPOSED PRO FORMA TRANSACTION**

BTI requests Commission approval for a proposed transaction that will result in a pro forma transfer of control of BTI. BTI's indirect controlling shareholder Welsh Carson proposes to make BTI and its parent holding company, BTI Telecom, subsidiaries of ITC holding

company.<sup>1</sup> After consummation of the proposed transaction, BTI Telecom, BTI's parent, will be a wholly owned direct subsidiary of ITC.<sup>2</sup> Welsh Carson will continue to be BTI's indirect controlling shareholder (albeit through two intervening corporate entities).

A chart showing this transaction is attached hereto as Exhibit A.

Consistent with the pro forma nature of this transaction, BTI does not propose to change the name under which BTI currently operates or any other aspect of the manner in which BTI currently offers service in the State of Florida. Immediately following the proposed transaction, BTI will continue to offer the services it currently offers with no change in the rates, terms, or conditions of service. Thus, the pro forma transfer of control will be transparent to BTI's customers in the State of Florida with respect to the services that they receive and therefore will not cause customer confusion or inconvenience.

#### **IV. PUBLIC INTEREST CONSIDERATIONS**

The proposed transaction will serve the public interest by enabling BTI and its owners to improve the operational and cost efficiencies of BTI's business. The proposed transaction will also enhance BTI's operational flexibility. By adding BTI to the ITC group of carriers, BTI will be in a better position to offer a broader array of high quality customer services at affordable rates. The proposed transaction will thus serve the public interest by promoting competition and providing consumer benefits. The proposed transaction will directly benefit Florida consumers by facilitating the continued provision of innovative, high-quality telecommunications services to the public and thereby promoting competition in the Florida telecommunications service market.

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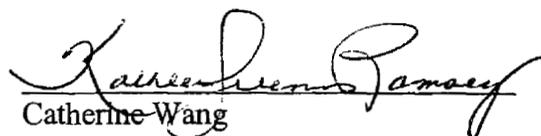
<sup>1</sup> Welsh Carson is currently the largest minority shareholder of ITC's common stock. As a part of the proposed transaction, Welsh Carson will acquire additional shares of ITC, and will thus become the controlling owner of ITC. ITC's subsidiaries, ITC^DeltaCom Communications and/or Interstate FiberNet, are filing a separate application requesting approval for this aspect of the transaction to the extent it is necessary.

<sup>2</sup> Specifically, the pro forma transfer will be accomplished through a merger of a wholly owned direct subsidiary of ITC into BTI Telecom, with BTI Telecom surviving. Welsh Carson's debt and equity interests in BTI will be exchanged for or converted into, respectively, shares and warrants of ITC, and Welsh Carson and certain of its affiliates will invest approximately \$35 million in additional cash in ITC in exchange for preferred stock. Welsh Carson will become the controlling shareholder of ITC on a fully diluted basis.

### III. CONCLUSION

Wherefore, for the reasons stated herein, Applicant respectfully requests that the Commission approve this Application to permit the proposed pro forma transfer of control as described herein.

Respectfully submitted,



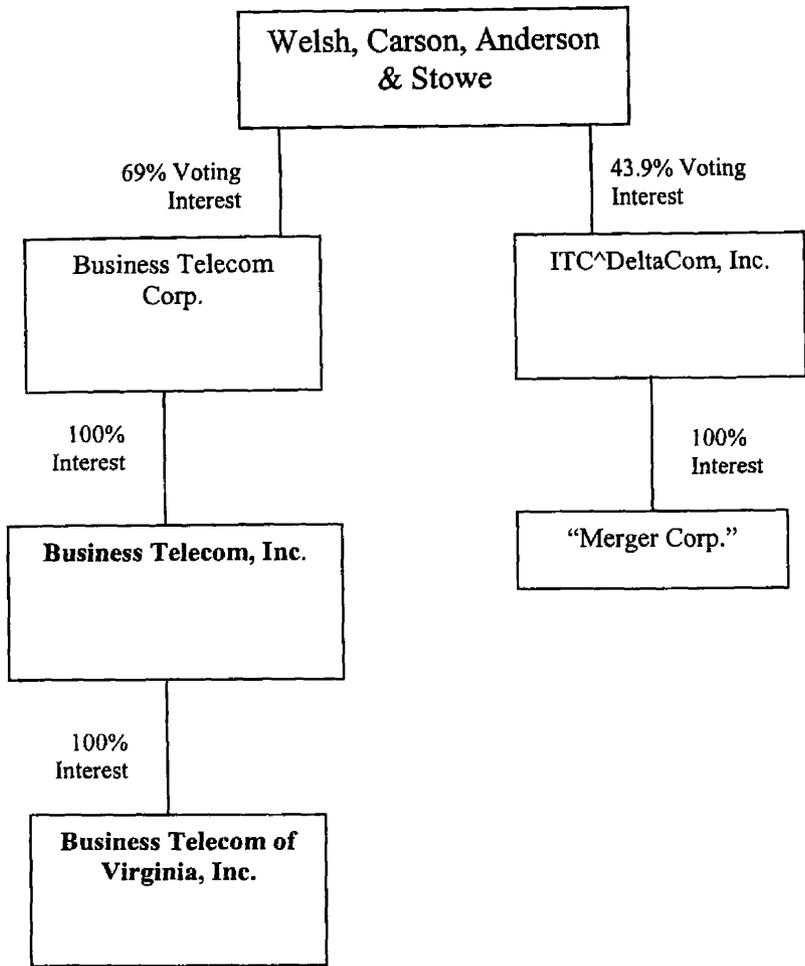
~~Catherine Wang~~

Kathleen Greenan Ramsey  
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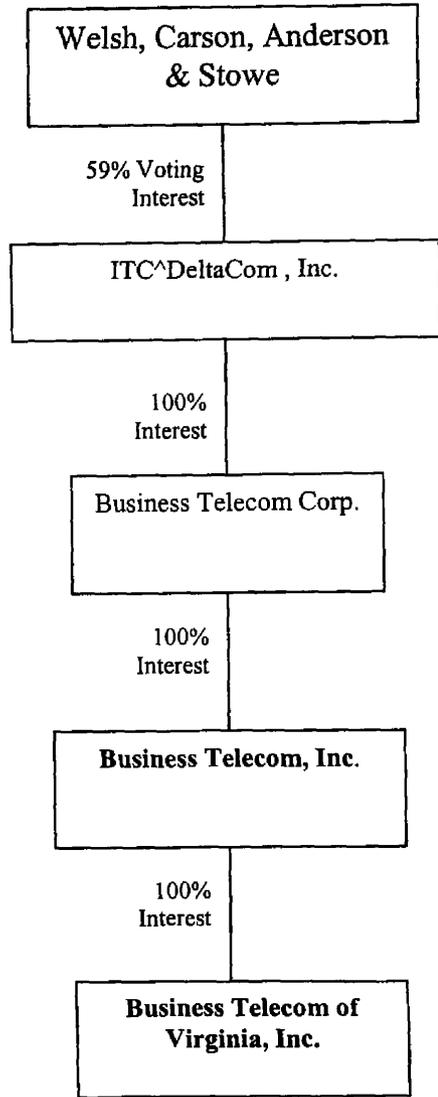
**EXHIBIT A**  
**CHART OF PROPOSED TRANSACTION**

**CHART OF PROPOSED TRANSACTION**

**Pre-Transaction Corporate Structure**



**Post-Transaction Corporate Structure**

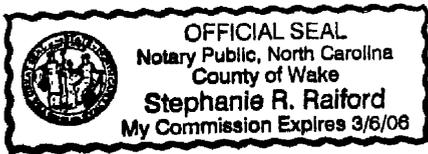


## VERIFICATION

STATE OF )  
 ) ss:  
COUNTY OF )

**VERIFICATION**

I, Bruce R. Bullock, state that I am Vice President/Associate General Counsel of Business Telecom, Inc., the Applicant in the foregoing Application; that I am authorized to make this Verification on behalf of Business Telecom, Inc.; that the foregoing Application was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



Bruce R. Bullock  
Bruce R. Bullock  
Vice President/Associate General Counsel  
Business Telecom, Inc.

Sworn and subscribed before me this 23 day of June, 2003.

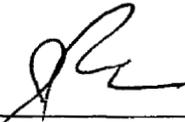
Stephanie R. Raiford  
Notary Public

My commission expires 3/6/06

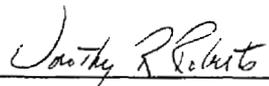
STATE OF NEW YORK )  
 )  
COUNTY OF NEW YORK ) ss:

**VERIFICATION**

I, Jonathan M. Rather, state that I am Chief Financial Officer of Welsh, Carson, Anderson & Stowe VIII, L.P., WCAS Capital Partners III, L.P. and WCAS Information Partners, L.P. (collectively, "Welsh Carson"); that I am authorized to make this Verification on behalf of Welsh Carson; that the foregoing Application was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

  
\_\_\_\_\_  
Jonathan M. Rather  
Chief Financial Officer  
Welsh, Carson, Anderson & Stowe VIII, L.P.  
WCAS Capital Partners III, L.P.  
WCAS Information Partners, L.P.

Sworn and subscribed before me this 7<sup>th</sup> day of July, 2003.

  
\_\_\_\_\_  
Notary Public

My commission expires \_\_\_\_\_  
DOROTHY R. ROBERTS  
Notary Public, State Of New York  
No. 31-4996245  
Qualified in New York County  
Commission Expires May 11, 2006