

HOGAN & HARTSON
L.L.P.

COLUMBIA SQUARE

555 THIRTEENTH STREET, NW
WASHINGTON, DC 20004-1109

TEL (202) 637-5600
FAX (202) 637-5910
WWW.HHLAW.COM

KARIS A. HASTINGS

COUNSEL

(202) 637-5767

KAHASTINGS@HHLAW.COM

October 18, 2002

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Policy Division
International Bureau

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

BY HAND DELIVERY

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, D.C. 20554

Re: Transfer of Control of International Section 214
Authority of Interstate FiberNet, Inc. and ITC^DeltaCom
Communications, Inc., File Nos. **ITC-TV/C-20020813-00471**
and **ITC-TV/C-20020917-00470**

Dear Ms. Dortch:

Interstate FiberNet, Inc. ("FiberNet") and ITC^DeltaCom
Communications, Inc. ("DeltaCom"), by their attorneys, hereby supplement the
record in the above-referenced proceedings. Specifically, FiberNet and DeltaCom
certify that the plan of reorganization of their parent corporation, ITC^DeltaCom,
Inc. has been confirmed. See In re ITC^DeltaCom, Inc., Case No. 02-11848 (MFW),
Findings of Fact, Conclusions of Law and Order Confirming the Plan of
Reorganization of ITC^DeltaCom, Inc. (Bankr. D. Del. October 17, 2002). A copy of
the confirmation order (without exhibits) is attached.

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Please address any questions regarding this matter to the undersigned.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "Karis A. Hastings".

Karis A. Hastings
Counsel for Interstate FiberNet, Inc. and
ITC^DeltaCom Communications, Inc.

Attachment

cc: George Li
Belinda Nixon

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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

OCT 29 2002
Policy Division
International Bureau

In re:)
) Chapter 11
)
ITC\DELTA.COM, INC.,) Case No. 02-11848 (MPW)
)
)
Debtor.) Re: Docket No. 84
)
)

**FINDINGS OF FACT, CONCLUSIONS OF LAW AND ORDER CONFIRMING THE
PLAN OF REORGANIZATION OF ITC\DELTA.COM, INC.**

ITC\DeltaCom, Inc. ("ITC\DeltaCom" or the "Debtor"), as debtor and debtor in possession, having filed its voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") on June 25, 2002 (the "Petition Date"); the Debtor having filed on August 23, 2002 the Debtor's First Amended Plan of Reorganization, as revised (the "Plan") and the First Amended Disclosure Statement, as revised, dated August 23, 2002, in accordance with sections 1125 and 1126(b) of the Bankruptcy Code (the "Disclosure Statement"); this Court having entered an order on August 26, 2002, approving the Disclosure Statement and the Debtors' solicitation and ballot tabulation procedures; the Debtor having distributed the Plan and the Disclosure Statement to all holders of Claims¹ or Equity Interests entitled to vote under the Plan together with ballots to accept or reject the Plan on or about September 3, 2002; the Debtor having filed on September 20, 2002 the Affidavit of Service of Kenneth L. Altman attesting that a packet of solicitation materials was served upon each impaired Class of Claims or Equity Interests entitled to vote to accept or reject the Plan (the

¹ Unless otherwise specified, capitalized terms and phrases used herein have the meanings assigned to them in the Plan.

"Solicitation Package Affidavit of Service"); the Debtor having filed on October 4, 2002, a Certification by the Voting Agent of Tabulation of Votes Concerning the Plan of Reorganization (the "Voting Certification") certifying that all impaired Classes voting on the Plan prior to the Petition Date voted to accept the Plan; the Court having fixed October 10, 2002 at 3:00 p.m. as the date and time of a hearing pursuant to section 1129 of the Bankruptcy Code to consider confirmation of the Plan and approval of the Disclosure Statement (the "Confirmation Hearing"); the Debtor having filed on September 5 and 26, 2002, the Affidavit of Service of Lawrence Merrifield, Jr., the Declaration of Service of Lawrence Merrifield, Jr., and the Affidavit of Service of Vickie L. Shaw, certifying that a notice of non-voting status and a copy of the notice of the Confirmation Hearing was served upon all members of Classes not entitled to vote (collectively, the "Non-Voting Status Affidavits of Service"); the Debtor having filed Certificates of Publication by Gary Morris of The Wall Street Journal and Donna McDuffie of The Atlanta Journal-Constitution on September 11, 2002, certifying the publication of the Notice of Hearing to Consider Confirmation of the Plan in The Wall Street Journal and The Atlanta Journal-Constitution (together, the "Certificates of Publication"); this Court having reviewed the Plan, the Disclosure Statement, and the Debtor's Memorandum of Law in Support of Confirmation of Debtor's Plan of Reorganization, filed on October 4, 2002 (the "Confirmation Memorandum"), and all filed objections and responses to, and statements and comments regarding, confirmation of the Plan; the Confirmation Hearing having commenced on October 10, 2002 at approximately 3:00 p.m.; this Court having heard the statements of counsel at the Confirmation Hearing; this Court having considered all evidence presented at the Confirmation Hearing; this Court having taken judicial notice of the papers and pleadings on file in the above-captioned chapter 11 case; and it appearing to this Court that (a) notice of the Confirmation

Hearing and the opportunity of any party in interest to object to confirmation of the Plan were adequate and appropriate as to all parties to be affected by the Plan and the transactions contemplated thereby and (b) the legal and factual bases set forth in the Confirmation Memorandum and presented at the Confirmation Hearing establish just cause for the relief granted herein; this Court hereby makes the following Findings of Fact, Conclusions of Law, and Order (the "Confirmation Order"):

I. FINDINGS OF FACT.

A. Jurisdiction, Venue and Other Matters.

1. Findings of Fact and Conclusions of Law. This Confirmation Order constitutes this Court's findings of fact and conclusions of law under Federal Rule of Civil Procedure 52, as made applicable by Bankruptcy Rules 7052 and 9014. Any and all findings of fact shall constitute findings of fact even if they are stated as conclusions of law, and any and all conclusions of law shall constitute conclusions of law even if they are stated as findings of fact.

2. Jurisdiction. On the Petition Date, the Debtor commenced its chapter 11 case in good faith by filing a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtor was and is qualified to be a debtor under section 109 of the Bankruptcy Code. This Court has subject matter jurisdiction over the proceedings pursuant to 28 U.S.C. § 1334.

This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(L). The Court can exercise its subject matter jurisdiction pursuant to 28 U.S.C. § 157(b)(1).

3. Venue. The Debtor is a Delaware corporation. Accordingly, venue in the District of Delaware was proper as of the Petition Date and continues to be proper pursuant to 28 U.S.C. §§ 1408 and 1409.

4. Judicial Notice. This Court takes judicial notice of the docket of this chapter 11 case maintained by the Clerk of the Bankruptcy Court and/or its duly-appointed agent, including, without limitation, all pleadings and other documents filed, all orders entered, and evidence and argument made, proffered, or adduced at the hearings held before the Court during the pendency of this chapter 11 case, including, but not limited to, the hearing to consider the adequacy of the Disclosure Statement.

5. Burden of Proof. The Debtor has the burden of proving the elements of sections 1129(a) and (b) of the Bankruptcy Code by the preponderance of the evidence and it has met that burden as further found and determined herein.

6. Transmittal and Mailing of Materials; Notice. The Disclosure Statement, the Plan, the Ballots, and the notices of the Confirmation Hearing, which were transmitted and served as set forth in the Solicitation Package Affidavit of Service, and the Non-Voting Status Affidavits of Service (collectively, the "Affidavits of Service") have been transmitted and served, and such transmittal and service was sufficient, and no other or further notice is or shall be required.

7. Volting. Votes to accept and reject the Plan have been solicited and tabulated fairly, in good faith, and in a manner consistent with the Bankruptcy Code, the Bankruptcy Rules and industry practice.

B. Compliance with the Applicable Requirements of Section 1129 of the Bankruptcy Code.

1. Section 1129(a)(1) -- Compliance of the Plan with Applicable Provisions of the Bankruptcy Code.

a. The Plan complies with all, and is not inconsistent with the, applicable

provisions of the Bankruptcy Code as required by section 1129(a)(1) of the Bankruptcy Code, including, without limitation, sections 1122 and 1123 of the Bankruptcy Code. Pursuant to sections 1122(a) and 1123(a)(1) of the Bankruptcy Code, Section 3 of the Plan designates Classes of Claims and Equity Interests, other than Administrative Expense Claims and Priority Tax Claims. As required by section 1122(a), each Class of Claims and Interests contains only Claims or Interests that are substantially similar to the other Claims or Interests within the Class.

b. Pursuant to sections 1123(a)(2) and (3) of the Bankruptcy Code, Sections 4 and 5 of the Plan specify all Claims and Equity Interests that are not impaired and specify the treatment of all Claims and Equity Interests that are impaired. Pursuant to section 1123(a)(4) of the Bankruptcy Code, Section 4 of the Plan also provides the same treatment for each Claim or Equity Interest within a particular Class.

c. Pursuant to section 1123(a)(5) of the Bankruptcy Code, the Plan provides adequate means for the Plan's implementation. The Debtor will have, immediately upon the effectiveness of the Plan, sufficient cash to make all payments required to be made on the Effective Date pursuant to the terms of the Plan. Moreover, Section 6 and various other provisions of the Plan specifically provide adequate means for the Plan's implementation, including, without limitation: (a) the issuance and distribution of the New Common Stock, the Convertible Preferred Stock and the New Warrants; (b) the modification of the Credit Agreement; (c) the satisfaction and cancellation of the Senior Note Claims, the Subordinated Note Claims, the Old Preferred Stock Interests and the Old Common Stock Interests; and (d) the adoption of the New Charter and New By-Laws of the Reorganized Debtor.

d. Section 6.8 of the Plan provides for the inclusion in the New Charter of all provisions required to be included in the charter of a debtor under section 1123(a)(6) of the

Bankruptcy Code. The form of the New Charter and New By-Laws have been filed with this Court as exhibits to the Plan. Section 6.7 of the Plan provides for the selection of the initial directors and the appointment of the initial officers of the Reorganized Debtor. As required by section 1123(a)(7) of the Bankruptcy Code, (a) the Debtor has selected the initial officers and directors in a manner consistent with the interests of the holders of Claims and Equity Interests and with public policy, and (b) the manner in which successor officers and directors will be chosen as set forth in the New Charter and New By-Laws is also consistent with those interests and with public policy.

c. The Plan is dated and identifies the entities submitting it as proponents, thereby satisfying Bankruptcy Rule 3016(a).

2. Section 1129(a)(2) -- Compliance by the Debtor with Applicable Provisions of the Bankruptcy Code. The Debtor, as the proponent of the Plan, complied with all applicable provisions of the Bankruptcy Code as required by section 1129(a)(2) of the Bankruptcy Code including, without limitation, sections 1125 and 1126 of the Bankruptcy Code and Bankruptcy Rules 3017, 3018 and 3019. The Disclosure Statement and the procedures by which the ballots (and master ballots) for acceptance or rejection of the Plan were solicited and tabulated were fair, properly conducted and in accordance with Bankruptcy Rules 3017 and 3018 and section 1126(b) of the Bankruptcy Code.

3. Section 1129(a)(3) -- Proposal of the Plan in Good Faith. The Debtor proposed the Plan in good faith and not by any means forbidden by law. Consistent with the overriding purpose of chapter 11 of the Bankruptcy Code, the Plan is designed to allow the Debtor to reorganize by providing it with a capital structure that will allow it to satisfy its obligations with sufficient liquidity and capital resources to conduct its business. Moreover, the

Plan itself, and the process leading to its formulation, provide independent evidence of the Debtor's good faith.

4. Section 1129(a)(4) -- Bankruptcy Court Approval of Certain Payments as Reasonable. Pursuant to section 1129(a)(4) of the Bankruptcy Code, any payment made or promised by the Debtor or by any person issuing securities or acquiring property under the Plan, for services or for costs and expenses in, or in connection with, this chapter 11 case, or in connection with the Plan and incident to this chapter 11 case, has been disclosed to this Court. Any such payment made before confirmation of the Plan is reasonable. Any such payment to be fixed after confirmation of the Plan is subject to the approval of this Court as reasonable.

5. Section 1129(a)(5) -- Disclosure of Identity of Proposed Management.
Compensation of Insiders and Consistency of Management Proposals with the Interests of Creditors and Public Policy. Pursuant to section 1129(a)(5) of the Bankruptcy Code, the Debtor has disclosed the identity and affiliations of the proposed directors of the Reorganized Debtor (in the Notice of Disclosure of Identity of Officers and Directors of the Reorganized Debtor Pursuant to Section 1129(a)(5) of the Bankruptcy Code, filed on October 2, 2002), the manner in which directors were chosen and the identity and compensation of insiders who will be employed or retained by the Reorganized Debtor, if any. The appointment or continuance of the terms of the proposed directors and officers is consistent with the interests of the holders of Claims and Equity Interests and with public policy.

6. Section 1129(a)(6) -- Governmental Regulatory Control Over Rate
Changes. With respect to the requirements of section 1129(a)(6) of the Bankruptcy Code, the Plan does not provide for any changes in rates over which any governmental regulatory commission has jurisdiction.

7. Section 1129(a)(7) -- Best Interests of Creditors and Holders of Equity Interests. With respect to each impaired Class of Claims or Equity Interests, each holder of a Claim or Equity Interest in such Class has accepted the Plan or will receive or retain under the Plan on account of such Claim or Equity Interest property of a value, as of the Effective Date, that is not less than the amount such holder would receive or retain if the Debtor were liquidated on the Effective Date under chapter 7 of the Bankruptcy Code.

8. Section 1129(a)(8) -- Acceptance of the Plan by Each Impaired Class.

- a. Pursuant to sections 1126 and 1129(a)(8) of the Bankruptcy Code, (a) as indicated in Sections 4 and 5 of the Plan, Classes 1, 3 and 5 are unimpaired and (b) as indicated in the Voting Certification, each impaired Class entitled to vote (Classes 2, 4, 6, 7 and 8) accepted the Plan pursuant to section 1126(c) of the Bankruptcy Code. Because the Plan provides that the holders of Class 9 (Other Equity Interests) will not receive or retain any property on account of such Equity Interests, such Class is deemed to have rejected the Plan pursuant to section 1126(g) of the Bankruptcy Code. The Plan does not discriminate unfairly, nor is it unfair or inequitable with respect to Class 9 pursuant to section 1129(b)(2)(B)(ii) of the Bankruptcy Code in that no holder of any Claim or Equity Interest junior to Class 9 will receive or retain any property under the Plan. Therefore, notwithstanding the non-compliance with section 1129(a)(8) of the Bankruptcy Code as to Class 9, the Plan is confirmable because, as more fully set forth in Section I.B.14 of this Confirmation Order, the Plan satisfies section 1129(b)(1) of the Bankruptcy Code with respect to Class 9.
- b. The provisions of the Plan with respect to the holders of the unimpaired Claims in Classes 1, 3 and 5 are fair and appropriate.

9. Section 1129(a)(9) -- Treatment of Claims Entitled to Priority Pursuant to Section 507(a) of the Bankruptcy Code. The Plan provides for treatment of Administrative Claims, Priority Tax Claims and Claims entitled to priority pursuant to sections 507(a)(3)-(7) and 507(a)(9) of the Bankruptcy Code in the manner required by section 1129(a)(9) of the Bankruptcy Code.

10. Section 1129(a)(10) -- Acceptance by at Least One Impaired Class. As required by section 1129(a)(10) of the Bankruptcy Code and as indicated in the Voting Certification, at least one Class of Claims or Equity Interests that is impaired under the Plan has accepted the Plan, excluding votes cast by insiders.

11. Section 1129(a)(11) -- Feasibility of the Plan. The Plan is feasible. The Debtor has demonstrated that confirmation of the Plan is not likely to be followed by the liquidation, or the need for further financial reorganization, of the Debtor, the Reorganized Debtor or any successor to the Reorganized Debtor. The Plan, therefore, complies with section 1129(a)(11) of the Bankruptcy Code.

12. Section 1129(a)(12) -- Payment of Bankruptcy Fees. In accordance with section 1129(a)(12) of the Bankruptcy Code, Section 13.1 of the Plan provides for the payment of all fees payable under 28 U.S.C. § 1930, as determined by the Court at the Confirmation Hearing, on the Effective Date.

13. Section 1129(a)(13) -- Retiree Benefits. In accordance with section 1129(a)(13) of the Bankruptcy Code, Section 13.5 of the Plan provides for the continuation after the Effective Date of all retiree benefits (if any), as that term is defined in section 1114(a) of the Bankruptcy Code, to the extent required by section 1129(a)(13) of the Bankruptcy Code and in accordance with the contract or program giving rise to any such retiree benefits.

14. Section 1129(b) -- Confirmation of the Plan Over Nonacceptance of Impaired Classes. All requirements of section 1129(b) of the Bankruptcy Code have been satisfied. Pursuant to section 1129(b)(1) of the Bankruptcy Code, the Plan is confirmed notwithstanding that, contrary to section 1129(a)(8) of the Bankruptcy Code, the holders of Class 9 (Other Equity Interests) are impaired and such holders are deemed to have rejected the Plan. The Plan does not discriminate unfairly and is fair and equitable with respect to the holders of Class 9 Other Equity Interests. The holders in Class 9 (Other Equity Interests) would not receive or retain any property on account of their Equity Interests in a liquidation under chapter 7 of the Bankruptcy Code and no holder of any Claim or Equity Interest junior to Class 9 (Other Equity Interests) will receive or retain any property under the Plan on account of such junior Claim or Equity Interest.

15. Section 1129(d) -- Principal Purpose of Plan. The principal purpose of the Plan is not the avoidance of taxes or the avoidance of the application of section 5 of the Securities Act of 1933, amended (the "Securities Act"), and no governmental entity has filed any objection asserting such avoidance.

16. Good Faith Solicitation (11 U.S.C. § 1125(e)). Based on the record before the Bankruptcy Court in this chapter 11 case, the Debtor, each of the members of the Unofficial Noteholders' Committee and the Creditors' Committee and each of their respective affiliates, directors, officers, employees, agents, financial advisors, investment bankers, attorneys, and other professionals have acted in "good faith" within the meaning of section 1125(e) of the Bankruptcy Code in compliance with the applicable provisions of the Bankruptcy Code and Bankruptcy Rules in connection with all their respective activities relating to the solicitation of acceptances to the Plan and their participation in the activities described in section 1125 of the

Bankruptcy Code, and are entitled to the protections afforded by section 1125(e) of the Bankruptcy Code and the exculpation provisions set forth in Section 7.10 of the Plan.

17. Bondholder Litigation Claims and Stockholder Litigation Claims. Based upon the claims register in this case, there are no Bondholder Litigation Claims or Stockholder Litigation Claims in this Chapter 11 Case.

18. Assumption and Rejection. Section 9 of the Plan governing the assumption and rejection of executory contracts and unexpired leases satisfies the requirements of section 365 of the Bankruptcy Code. Pursuant to Section 9.1 of the Plan, the Debtor will assume, as of the Effective Date, all executory contracts and unexpired leases to which the Debtor is a party, except for any executory contract or unexpired lease that, prior to the Effective Date, (a) has been assumed or rejected pursuant to Final Order of the Bankruptcy Court, (b) is included on the Contract Rejection Schedule or (c) is the subject of a separate then-pending motion filed under section 365 of the Bankruptcy Code by the Debtor.

C. Modifications to the Plan.

The Plan (including all exhibits thereto) as annexed hereto as Exhibit "1" has been modified to provide for clarifications and other non-material technical changes pursuant to section 1127 of the Bankruptcy Code. All parties are hereby deemed to accept the Plan as modified. Section 13.2 of the Plan reserved the Debtor's right to make such modifications without resolicitation. The modifications are non-material and do not adversely affect any parties in interest and do not require resolicitation of acceptances.

D. Satisfaction of Conditions to Confirmation.

Each of the conditions precedent to the entry of this Confirmation Order, as set forth in Section 10.1 of the Plan, has been satisfied by the Debtor or waived pursuant to the terms of the Plan.

II. CONCLUSIONS OF LAW.

A. Jurisdiction and Venue.

1. This Court has subject matter jurisdiction over this proceeding pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). The Court can exercise its subject matter jurisdiction pursuant to 28 U.S.C. §157(b)(1). The Debtor was and is qualified to be a debtor under section 109 of the Bankruptcy Code.
2. Venue in the District of Delaware was proper as of the Petition Date and continues to be proper under 28 U.S.C. §§ 1408 and 1409.

B. Exemptions From Securities Laws.

1. The Debtor, each of the members of the Unofficial Noteholders' Committee and the Creditors' Committee and each of their respective affiliates, directors, officers, employees, agents, financial advisors, investment bankers, attorneys, and other professionals have acted in "good faith" within the meaning of section 1125(e) of the Bankruptcy Code in compliance with the applicable provisions of the Bankruptcy Code and Bankruptcy Rules in connection with all their respective activities relating to the solicitation of acceptances to the Plan and their participation in the activities described in section 1125 of the Bankruptcy Code, and are entitled to the protections afforded by section 1125(e) of the Bankruptcy Code. Accordingly, pursuant to section 1125(e) of the Bankruptcy Code, none of these parties that participated in (i) the Debtor's transmittal of Plan solicitation materials, as described above, (ii)

the solicitation of acceptances of the Plan or (iii) the offer, issuance, sale or purchase of any security offered or sold under or in connection with the Plan, shall be liable, on account of such actions or such participation, for any violation of any applicable law, rule or regulation governing the solicitation of acceptance or rejection of the Plan or the offer, issuance, sale or purchase of securities.

2. Pursuant to section 1145(a)(1) of the Bankruptcy Code, the offer and sale by the Debtor, the Reorganized Debtor or the Disbursing Agents (if any are appointed) pursuant to the Plan and Disclosure Statement (and the solicitation thereunder) of the New Common Stock, the Convertible Preferred Stock and the New Warrants and any other securities offered or sold under or in connection with the Plan shall be exempt from section 5 of the Securities Act and any state or local law requiring registration for the offer or sale of a security or registration or licensing of an issuer of, underwriter of, or broker or dealer in, a security.

3. Pursuant to section 1145(a)(2) of the Bankruptcy Code, the offer and sale by the Debtor or the Reorganized Debtor of the New Common Stock through and upon the conversion of the Convertible Preferred Stock issued in the Rights Offering and through and upon the exercise of the New Warrants issued in the Rights Offering shall be exempt from section 5 of the Securities Act and any other state or local law requiring registration for the offer or sale of a security or registration or licensing of an issuer of, underwriter of, or broker or dealer in a security.

4. Pursuant to and to the fullest extent permitted under section 1145 of the Bankruptcy Code, the resale of any of the securities referenced in Sections II.B.2 and II.B.3 of this Confirmation Order shall be exempt from section 5 of the Securities Act and any state or local law requiring registration prior to the offering, issuance, sale or distribution of securities.

C. Compliance with Section 1129 of the Bankruptcy Code.

As set forth in Section I.B of this Confirmation Order, the Plan complies with the applicable requirements of section 1129 of the Bankruptcy Code.

D. Approval of the Releases, Compromises, Settlements, Discharges and Injunctions.

Pursuant to section 1123(b)(3) of the Bankruptcy Code and Bankruptcy Rule 9019(a), the settlements, compromises, releases, discharges and injunctions set forth in the Plan, including, without limitation, the settlements, compromises, releases, discharges and injunctions set forth in Sections 11.6 and 11.7 of the Plan and implemented by this Confirmation Order, hereby are approved as fair, equitable, reasonable and in the best interests of the Debtor, the Reorganized Debtor and its estate, creditors and equity security holders and the settlement or compromise of all claims or controversies set forth in Section 6.3 of the Plan relating to the termination of all contractual, legal and equitable subordination rights that any holder may have with respect to any distribution to be made pursuant to the Plan, is in the best interests of the Debtor, its estate, creditors and equity security holders.

E. Agreements and Other Documents.

Pursuant to section 1142(b) of the Bankruptcy Code and Section 303 of the General Corporation Law of the state of Delaware, no action of the directors or stockholders of the Debtor or the Reorganized Debtor will be required (i) to authorize them (or any of their officers, employees or agents acting on their behalf) to effectuate and carry out the Plan or any orders of this Court relating thereto, (ii) to consummate the transactions contemplated by the Plan, the Disclosure Statement or such orders, or (iii) to take or do any other action or thing contemplated by the Plan, the Disclosure Statement or such orders as may be necessary or appropriate to fully effectuate the intents and purposes thereof, and all such actions and things

hereby are or will be deemed to have been taken or done with like effect as if they had been authorized and approved by unanimous actions of the directors and the stockholders of the Debtor and the Reorganized Debtor.

III. ORDER.

A. Confirmation of the Plan and Notice of Confirmation Hearing.

1. The record of the Confirmation Hearing is hereby closed.
2. The Plan (including all exhibits thereto) which is attached as Exhibit "1" to this Confirmation Order and which is incorporated herein by reference is hereby approved and confirmed in all respects pursuant to section 1129 of the Bankruptcy Code. The modifications to the Plan which are reflected in the Plan attached as Exhibit "1" hereto are hereby approved pursuant to section 1127 of the Bankruptcy Code and Bankruptcy Rule 3019.

3. If there is any direct conflict between the terms of the Plan and the terms of this Confirmation Order, the terms of this Confirmation Order shall control. The provisions of the Confirmation Order are integrated with each other and are non-severable and mutually dependent unless expressly stated by further order of this Court. All objections and responses to, and statements and comments regarding, the Plan, to the extent they have not been withdrawn prior to entry of this Confirmation Order or are not cured by the relief granted herein, are hereby expressly overruled and deemed withdrawn with prejudice.

4. The Debtor, Reorganized Debtor and each other appropriate party are hereby authorized and directed to take all actions necessary or appropriate to enter into, implement and consummate the contracts, instruments, releases, leases, indentures and other agreements created in connection with the Plan (including, without limitation, the amendment and restatement of the Credit Agreement and the instruments and agreements (including the

notes, guarantees, security agreements and pledge agreements contemplated thereby) referred to therein and the instruments governing and representing the Convertible Preferred Stock and the New Warrants, and the transactions contemplated by the Purchase Agreements (collectively, the “Plan Documents”), all of which Plan Documents are hereby approved, and to take such other steps and perform such other acts as may be necessary to implement and effectuate the Plan, and are further authorized and directed to execute and deliver any instrument and perform any other act that is necessary for the consummation of the Plan, including the implementation of the Plan Documents, in accordance with section 1142(b) of the Bankruptcy Code.

5. Pursuant to section 1145(a)(1) of the Bankruptcy Code, the offer and sale by the Debtor, the Reorganized Debtor or the Disbursing Agents (if any are appointed) pursuant to the Plan and Disclosure Statement (and the solicitation thereunder) of the New Common Stock, the Convertible Preferred Stock and the New Warrants and any other securities offered or sold under or in connection with the Plan shall be exempt from section 5 of the Securities Act and any state or local law requiring registration for the offer or sale of a security or registration or licensing of an issuer of, underwriter of, or broker or dealer in, a security.

6. Pursuant to section 1145(a)(2) of the Bankruptcy Code, the offer and sale by the Debtor or the Reorganized Debtor of the New Common Stock through and upon the conversion of the Convertible Preferred Stock issued in the Rights Offering and through and upon the exercise of the New Warrants issued in the Rights Offering shall be exempt from section 5 of the Securities Act and any other state or local law requiring registration for the offer or sale of a security or registration or licensing of an issuer of, underwriter of, or broker or dealer in, a security.

7. Pursuant to, and to the fullest extent permitted under, section 1145 of the Bankruptcy Code, the resale of any of the securities referenced in Sections III.A.5 and III.A.6 of this Confirmation Order shall be exempt from section 5 of the Securities Act and any state or local law requiring registration prior to the offering, issuance, sale or distribution of securities.

8. As established through the Affidavits of Service and the Certificates of Publication, the Debtor provided good and sufficient notice of the Confirmation Hearing and the deadline for filing and serving objections to the Plan and Disclosure Statement, which notice is hereby approved.

9. This Confirmation Order shall be effective upon the date of its entry and the requirement that this Confirmation Order be stayed for a period of ten days under Bankruptcy Rule 3020(e) shall not apply.

B. Effects of Confirmation.

1. Unimpaired Claims. All Administrative Claims, Priority Tax Claims and Class 1, 3 and 5 Claims are not impaired by the Plan in accordance with section 1124 of the Bankruptcy Code. Neither the Plan nor this Confirmation Order shall be construed as altering in any way the legal, equitable or contractual rights of the holders of unimpaired Claims. Except as otherwise provided in the Plan, nothing under the Plan or this Confirmation Order shall affect the Debtor's or Reorganized Debtor's rights and legal and equitable defenses with respect to any unimpaired claims, including, but not limited to, all rights in respect of legal and equitable defenses to setoffs or recoupments against unimpaired claims.

2. Injunctions and Stays Remain in Effect Until the Effective Date. All injunctions and stays in effect on the Confirmation Date pursuant to sections 105 and 362 of the

Bankruptcy Code or otherwise shall remain in full force and effect until the Effective Date of the Plan, except that nothing herein shall bar the filing of financing documents in connection with the implementation of the Plan Documents or the taking of such other actions as are necessary to effectuate the transactions contemplated by the Plan or by this Confirmation Order.

C. Matters Relating to Implementation of the Plan.

1. Binding Effect. Immediately upon the entry of this Confirmation Order, the terms of the Plan hereby are deemed binding upon the Debtor, Reorganized Debtor, any and all holders of Claims or Equity Interests (irrespective of whether such Claims or Equity Interests are impaired under the Plan or whether the holders of such Claims or Equity Interests accepted or are deemed to have accepted the Plan), any and all nondebtor parties to executory contracts and unexpired leases with the Debtor and the respective heirs, executors, administrators, successors or assigns, if any, of any of the foregoing.

2. Continued Corporate Existence; Vesting of Assets.

a. The Reorganized Debtor shall continue to exist after the Effective Date as a separate corporate entity, with all of the powers of a corporation or other form of organization under the laws of the state of Delaware, and without prejudice to any right to alter or terminate such existence (whether by merger or otherwise). Except as otherwise provided in the Plan or this Confirmation Order, on the Effective Date, all property of the Debtor's estate shall vest in the Reorganized Debtor, free and clear of all claims, liens, encumbrances and interests of holders of Claims and Equity Interests.

b. On and after the Effective Date, the Reorganized Debtor may operate its business and may use, acquire and dispose of property and compromise or settle any Claims or Equity Interests without supervision or approval by this Court and free of any

restrictions of the Bankruptcy Code or Bankruptcy Rules. Without limiting the foregoing, administrative expenses incurred by the Debtor or Reorganized Debtor after the Confirmation Date, including (without limitation) Claims for professionals' fees and expenses, shall not be subject to application and may be paid by the Debtor or Reorganized Debtor, as the case may be, in the ordinary course of business and without further Bankruptcy Court approval; provided, however, that no Claims for professional fees and expenses incurred after the Confirmation Date shall be paid until after the occurrence of the Effective Date.

3. Cancellation of Old Securities and Old Stock Rights and Surrender of Securities and Other Documentation. On the Effective Date, the Senior Notes, the Subordinated Notes, the Old Common Stock Interests, the Old Preferred Stock Interests, the Other Equity Interests and any documents and instruments which evidence the Senior Debt Claims, the Subordinated Claims, the Old Common Stock Interests, the Old Preferred Stock Interests and the Other Equity Interests shall (a) be cancelled and (b) have no effect other than the right to participate in the distributions, if any, provided under the Plan in respect of such Claims and Old Common Stock Interests and Old Preferred Stock Interests. Except for purposes of effectuating the distributions under the Plan on the Effective Date and to allow the respective Senior Indenture Trustees and Subordinated Trustee to retain all liens pursuant to the terms of the Senior Indentures and the Subordinated Indenture with respect to distributions under the Plan, the Senior Indentures and the Subordinated Indenture shall be cancelled. Except as otherwise provided in the Plan, the Debtor, on the one hand, and the Senior Indenture Trustee or Subordinated Indenture Trustee, on the other hand, will be released from any and all obligations under the applicable Senior Indenture or Subordinated Indenture except with respect to the distributions required to be made to the Senior Indenture Trustee or the Subordinated Indenture

Trustee as provided in the Plan. Termination of the Senior Indentures and the Subordinated Indenture shall not impair the rights of the holders of Senior Debt Claims or Subordinated Claims to receive distributions on account of such Claims pursuant to the Plan; provided, that any New Common Stock to be distributed pursuant to the Plan on account of any Allowed Claim represented by a Voting Security held in physical, registered, certificated form, pending such surrender, shall be treated as an undeliverable distribution pursuant to Section 7.4 of the Plan; provided further, however, that (a) Voting Securities held in book-entry form through bank and broker nominee accounts shall be mandatorily exchanged for the New Common Stock as set forth in Section 7.3 of the Plan, and (b) Voting Securities held in bearer form through a broker or bank participant in DTC shall be mandatorily exchanged for the New Common Stock through the facilities of such nominees and the securities depository holding such Voting Securities on behalf of the broker or bank as set forth in Section 7.3 of the Plan.

4. Issuance of New Common Stock and Convertible Preferred Stock and Entry into the Amended and Restated Credit Agreement. All shares of New Common Stock and the Convertible Preferred Stock issued pursuant to the Plan shall, upon issuance, be duly authorized and validly issued, and the shares of New Common Stock and the Convertible Preferred Stock issued pursuant to the Plan shall, upon issuance, be fully paid and nonassessable. The Reorganized Debtor may enter into the amendment and restatement of the Credit Agreement as set forth in Sections 4.2 and 6.2 of the Plan.

5. Corporate Governance – New Charter and New By-Laws. As of the Effective Date, the New Charter and the New By-Laws of the Reorganized Debtor shall be substantially in the form attached as exhibits to the Plan. After the Effective Date, the

Reorganized Debtor may amend and restate the New Charter and/or the New By-Laws as permitted by applicable law.

6. Discharge, Release, Injunction and Related Provisions.

a. Discharge of Debtor.

Except to the extent otherwise provided herein, the treatment of all Claims against or Equity Interests in the Debtor hereunder shall be in exchange for and in complete satisfaction, discharge and release of all (a) Claims against or Equity Interests in the Debtor of any nature whatsoever, known or unknown, including, without limitation, any interest accrued or expenses incurred thereon from and after the Petition Date, and (b) all Claims against and interests in the Debtor's estates or properties or interests in property. Except as otherwise provided herein, upon the Effective Date, all Claims against and Equity Interests in the Debtor will be satisfied, discharged and released in full exchange for the consideration provided hereunder. Except as otherwise provided herein, all entities shall be precluded from asserting against the Debtor or Reorganized Debtor or their respective properties or interests in property any other Claims based upon any act or omission, transaction or other activity of any kind or nature that occurred prior to the Effective Date.

b. Limitation of Liability in Connection with the Plan and Disclosure Statement.

The Company, including the Reorganized Debtor, the Unofficial Noteholders' Committee, each of the members of the Unofficial Noteholders' Committee, the Creditors' Committee, each of the members of the Creditors' Committee, the Disbursing Agents, and each of their respective members, partners, officers, directors, employees and representatives (including any attorneys, financial advisors, investment bankers and other professionals retained

by such persons) shall have no liability to any person for any act or omission in connection with, or arising out of, the Disclosure Statement, the Plan, the solicitation of votes for and the pursuit of confirmation of the Plan, the formulation, preparation, implementation or consummation of the Plan, including the prepetition negotiations with respect thereto, the administration of the Plan or the property to be distributed under the Plan or this chapter 11 case or any contract, instrument, release or other agreement or document created or entered into in connection with the Plan, or any other act taken or omitted to be taken in connection with this chapter 11 case, except for willful misconduct or gross negligence as determined by a Final Order after exhaustion of all rights of appeal, reconsideration or rehearing and, in all respects, shall be entitled to rely upon the advice of counsel with respect to their duties and responsibilities under the Plan and this chapter 11 case.

c. Releases.

(1) Company Releases

On the Effective Date, the Debtor, in its individual capacity and as debtor in possession, and the Reorganized Debtor will be deemed to release, waive or discharge any claims and causes of action and liabilities, whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, then existing or thereafter arising, in law, equity or otherwise, that are based on any act, omission, transaction, event or other occurrence taking place on or prior to the Effective Date in any way relating to the Debtor that could have been asserted by or on behalf of the Debtor or its Estate or the Reorganized Debtor, against the present and former officers and directors of the Debtor and its direct and indirect subsidiaries, the Unofficial Noteholders' Committee, each member of the Unofficial Noteholders' Committee, the Creditors' Committee and each member of the official

committee of unsecured creditors appointed in the Chapter 11 Case (as constituted on August 9, 2002), the Senior Indenture Trustee, the Subordinated Indenture Trustee and each of their and the Company's respective officers, directors, employees, attorneys, financial advisors, accountants, and agents.

On the Effective Date, the Debtor, in its individual capacity and as debtor in possession, and the Reorganized Debtor will be deemed to release, waive and discharge all claims and causes of action and liabilities (other than the rights of the Debtor or the Reorganized Debtor to enforce the Subscription Agreements and the Purchase Agreements, the Plan and the contracts, instruments, releases, indentures and other agreements or documents delivered thereunder) whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, then existing or thereafter arising, in law, equity or otherwise that are based on any act, omission, transaction, event or other occurrence taking place on or prior to the Effective Date in any way relating to the Debtor (including, without limitation, any claims or causes of action arising under or in connection with actions taken or omitted to be taken by ITC Holding Company, Inc. or SCANA Corporation under the Investment Agreement), that could have been asserted by or on behalf of the Debtor or its Estate or the Reorganized Debtor against ITC Holding Company, Inc., SCANA Corporation or their respective officers, directors, employees and affiliates.

(2) Voluntary Releases

On the Effective Date, each holder of the Senior Notes and the Subordinated Notes that voted to accept the Plan in consideration for the obligations of ITC Holding Company, Inc. and SCANA Corporation under the Subscription Agreements and the Purchase Agreements will be deemed to release, waive and discharge all claims, causes of action or liabilities (other

than the right to enforce the Subscription Agreements and the Purchase Agreements), whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, then existing or thereafter arising, in law, equity or otherwise that are based on any act or omission, transaction, event or other occurrence taking place on or prior to the Effective Date in any way relating to the Debtor (including, without limitation, any claims or causes of action arising under or in connection with actions taken or omitted to be taken by ITC Holding Company, Inc. or SCANA Corporation under the Investment Agreement), against the current and former officers and directors of the Debtor, ITC Holding Company, Inc., SCANA Corporation and their respective officers, directors, employees and affiliates; provided that this paragraph shall not be binding on any holder of Senior Notes or Subordinated Notes that has elected on the ballot to withhold its consent to this provision.

7. Corporate Actions. The adoption of the New Charter and the New By-laws, the initial selection of directors and officers for the Reorganized Debtor; the distribution of Cash pursuant to the Plan; the entry into the amendment and restatement of the Credit Agreement as provided in the Plan, the cancellation of the Senior Notes, the Subordinated Notes, the Old Preferred Stock Interests, the Old Common Stock Interests and the Other Equity Interests and related agreements; the issuance and distribution of the New Common Stock, the Convertible Preferred Stock, the New Warrants and all other securities offered or sold under or in connection with the Plan; the adoption, execution, delivery and implementation of all guarantees, contracts, leases, instruments, releases, indentures and other agreements, or documents related to any of the foregoing; and any and all of the other matters provided for under the Plan involving the corporate action to be taken by or required of the Debtor or Reorganized Debtor hereby are or will be deemed to have occurred and be effective as provided

in the Plan, and hereby are authorized and approved in all respects and for all purposes without any requirement of further action by stockholders or directors of the Debtor or Reorganized Debtor.

8. Termination of Subordination. The provisions of the Plan relating to the distribution of New Common Stock to holders of Senior Debt Claims (Class 4) and Subordinated Claims (Class 6) reflect a compromise and settlement which, upon the Effective Date, shall be binding upon the Debtors, all Creditors and all persons receiving any payments or other distributions under the Plan. On the Effective Date, all contractual, legal or equitable subordination rights that such holder may have with respect to any distribution to be made pursuant to this Plan shall be deemed to be waived, discharged and terminated, and all actions related to the enforcement of such subordination rights will be permanently enjoined. Accordingly, distributions pursuant to the Plan to holders of Allowed Claims and Allowed Equity Interests shall not be subject to payment to a beneficiary of such terminated subordination rights, or to levy, garnishment, attachment or other legal process by any beneficiary of such terminated subordination rights.

9. Matters Concerning the Internal Revenue Service. Notwithstanding any provision of the Plan or this Order to the contrary, unless otherwise agreed by the Internal Revenue Service ("IRS"), the Allowed Priority Tax Claims held by the IRS, if any, shall be paid at the Reorganized Debtor's sole option, either (i) in full in Cash on the later of the Effective Date and the date on which such Claim becomes an Allowed Priority Tax Claim, or as soon as practicable thereafter, or (ii) in quarterly Cash payments, over a period not exceeding 6 years after the date of such Claim with interest to accrue at the rate and the method set forth in 26 U.S.C. § 6621. IRS Allowed Priority Tax Claims, if any, which are not due and payable on or

before the Effective Date shall be paid in the ordinary course of business in accordance with the terms thereof or accorded such other treatment as may be permitted under section 1129(a)(9) of the Bankruptcy Code. Notwithstanding any provision of the Plan or this Order to the contrary, confirmation of the Plan shall not affect the setoff rights of the United States, if any.

D. Substantial Consummation.

The substantial consummation of the Plan, within the meaning of section 1127 of the Bankruptcy Code, shall be deemed to occur on the Effective Date.

E. Payment of Statutory Fees.

On or prior to the Effective Date, the Debtor shall pay all fees payable pursuant to 28 U.S.C. § 1930. After the Effective Date, the Reorganized Debtor shall continue to pay such fees until a final decree is entered in this chapter 11 case.

F. Reference to and Validity and Enforceability of Plan Provisions.

The failure to reference any particular provision of the Plan in this Confirmation Order shall have no effect on the binding effect, enforceability or legality of such provisions and such provisions shall have the same binding effect, enforceability or legality as every other provision of the Plan. Each term and provision of the Plan, as it may have been altered or interpreted by this Court, is valid and enforceable pursuant to its terms.

G. Creditors' Committee.

From the Confirmation Date up to and including the Effective Date, the members of the Creditors' Committee appointed pursuant to section 1102 of the Bankruptcy Code and their duly appointed successors shall continue to serve. On the Effective Date, the Creditors' Committee and any other committee appointed in this chapter 11 case pursuant to section 1102

of the Bankruptcy Code shall be dissolved and the members thereof and the professionals retained by the Creditors' Committee in accordance with section 1103 of the Bankruptcy Code (including, without limitation, attorneys, investment advisors, accountants and other professionals) shall be released and discharged from their respective fiduciary obligations, duties and responsibilities.

H. Solicitation of Plan.

The Debtor, the Reorganized Debtor and any other person that participated in the solicitation of the Plan acted in good faith. Pursuant to section 1125(e) of the Bankruptcy Code, neither the Debtor, the Reorganized Debtor nor any other person that participated in the Debtor's transmittal of Plan solicitation materials, as described above, their solicitation of acceptances of the Plan or the offer, issuance, sale or purchase of any security offered or sold under or in connection with the Plan shall be liable, on account of such actions or such participation, for any violation of any applicable law, rule or regulation governing the solicitation of acceptance or rejection of the Plan or the offer, issuance, sale, purchase or distribution of securities.

I. Retention of Jurisdiction.

This Court shall retain jurisdiction, to the maximum extent permitted by the Bankruptcy Code and other applicable law, of all matters arising out of, and related to, this chapter 11 case and the Plan pursuant to, and for the purpose of, sections 105(a) and 1142 of the Bankruptcy Code, including, without limitation, jurisdiction:

1. To hear and determine pending applications for the assumption or rejection of executory contracts or unexpired leases and the allowance of Claims resulting therefrom.
2. To determine any and all adversary proceedings, applications and contested matters.

3. To ensure that distributions to holders of Allowed Claims and Allowed Equity Interests are accomplished as provided in the Plan.
4. To hear and determine any timely objections to Administrative Expense Claims or to Claims and Equity Interests, including, without limitation, any objections to the classification of any Claim or Equity Interest, and to allow or disallow any Disputed Claim or Disputed Equity Interest, in whole or in part.
5. To enter and implement such orders as may be appropriate in the event the Confirmation Order is for any reason stayed, revoked, modified or vacated.
6. To issue such orders in aid of execution of the Plan, to the extent authorized by section 1142 of the Bankruptcy Code.
7. To consider any amendments to or modifications of the Plan, or to cure any defect or omission, or reconcile any inconsistency, in any order of the Bankruptcy Court, including, without limitation, this Confirmation Order.
8. To hear and determine all applications under sections 330, 331 and 503(b) of the Bankruptcy Code for awards of compensation for services rendered and reimbursement of expenses incurred prior to the Confirmation Date.
9. To hear and determine disputes arising in connection with the interpretation, implementation or enforcement of the Plan, the Confirmation Order, any transactions or payments contemplated hereby or any agreement, instrument or other document governing or relating to any of the foregoing.
10. To hear and determine matters concerning state, local and federal taxes in accordance with sections 346, 505 and 1146 of the Bankruptcy Code.
11. To hear any other matter not inconsistent with the Bankruptcy Code.
12. To hear and determine all disputes involving the existence, scope and nature of the discharges granted under section 11.3 of the Plan.
13. To issue injunctions and effect any other actions that may be necessary or desirable to restrain interference by any entity with the consummation or implementation of the Plan.
14. To recover all assets of the Debtor and property of the Debtor's estate, wherever located.
15. To enter a final decree closing this chapter 11 case.

J. Distribution Record Date.

1. The Distribution Record Date for Voting Securities shall be October 10, 2002.

K. Notice of Entry of Confirmation Order.

1. Pursuant to Bankruptcy Rules 2002(F)(7) and 3020(c), the Debtor hereby is directed to serve a notice of the entry of this Confirmation Order, substantially in the form attached hereto as Exhibit 2 (the "Confirmation Notice") no later than fifteen days after the Confirmation Date, on all holders of Claims or Equity Interests and other persons on whom the notice of the Confirmation Hearing was served.

2. The Confirmation Notice shall contain, among other things, notice of the following:

a. Except as specifically provided for in the Plan for (i) non-tax liabilities incurred in the ordinary course of business by the Debtor and (ii) Post-Petition Tax Claims, requests for payment of Administrative Claims must be filed and served on counsel for the Debtor and Reorganized Debtor, as the case may be, no later than (x) 60 days after the Effective Date, or (y) such later date, if any, as the Bankruptcy Court shall order upon application made prior to the end of such 60-day period. Holders of Administrative Claims (including, without limitation, professionals requesting compensation or reimbursement of expenses and the holders of any Claims for federal, state or local taxes) that are required to file a request for payment of such Claims and that do not file such requests by the applicable bar date shall be forever barred from asserting such Claims against the Debtor, Reorganized Debtor or any of their respective properties.

b. All professionals or other Persons requesting compensation or reimbursement of expenses pursuant to sections 327, 328, 330, 331, 503(b) or 1103 of the Bankruptcy Code for services rendered on or before the Confirmation Date (including, without limitation, any compensation requested by any professional or any other Person for making a substantial contribution in the Reorganization Cases) shall file and serve on the Reorganized Debtor and counsel for the Reorganized Debtor, as the case may be, an application for final allowance of compensation and reimbursement of expenses no later than (i) 45 days after the Effective Date, or (ii) such later date, if any, as the Bankruptcy Court shall order upon application made prior to the end of such 45-day period. Objections to applications of professionals or other Persons for compensation or reimbursement of expenses must be filed and served on the Reorganized Debtor, counsel for the Reorganized Debtor and the requesting professional or the other Person on or before the later of (x) 60 days after the Effective Date and (y) 15 days after such date as the Bankruptcy Court shall establish as the deadline for filing such applications.

c. The Debtor may set, and include in the Confirmation Notice, dates certain for the deadlines for the filing of requests for payment, applications for compensation or reimbursement and objections thereto (as described above in subparagraphs "a" and "b" of this paragraph), based upon its reasonable estimate of the timing of the occurrence of the Effective Date.

3. The Debtor hereby is directed to publish the Confirmation Notice once in The Wall Street Journal and The Atlanta Journal-Constitution no later than fifteen days after the Confirmation Date.

4. The Debtor hereby is directed to serve copies of this Confirmation Order on each party that has filed a notice of appearance in this chapter 11 case and on each party who filed an objection or response to, or statement or comment regarding, the Plan, no later than ten days after the Confirmation Date.

L. Exemption from Certain Taxes

Pursuant to section 1146(c) of the Bankruptcy Code: (a) the issuance, transfer, or exchange of notes or equity securities under the Plan; (b) the creation of any mortgage, deed of trust, lien, pledge, or other security interest; and (c) the making or delivery of any deed or other instrument of transfer under, in furtherance, of, or in connection with, the Plan, including, without limitation, agreements of consolidation, restructuring, disposition, liquidation, or dissolution, deeds, bills of sale, and transfers of tangible property, will not be subject to any stamp tax, recording tax, personal property transfer tax, real estate transfer tax, sales or use tax or other similar tax. The Debtor are hereby authorized to deliver a notice or short form of this Order to any state recording officer to the effect that such officer must accept for filing such security interests without charging any stamp tax, recording tax, personal property transfer tax, real estate transfer tax, sales or use tax or other similar tax.

IT IS SO ORDERED.

Dated: Wilmington, Delaware
October 12, 2002



THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE