

VIA OVERNIGHT DELIVERY

June 15, 2010

Florida Public Service Commission
2540 Shumard Oak Boulevard
Gerald Gunter Building
Tallahassee, FL 32399

Tony Lee
T 202.344.8065
F 202.344.8300
tslee@venable.com

COMMISSION
CLERK

10 JUN 16 PM 12:08

RECEIVED-FPSC

**Re: McLeodUSA Telecommunications Services, Inc.
Notification of Change in Corporate Form, Name Change, and Pro Forma
Reorganization**

Dear Commissioners:

On behalf of McLeodUSA Telecommunications Services, Inc. ("McLeodUSA"), this letter is to notify the Florida Public Service Commission ("Commission") of a change in corporate form for the company, name change, and *pro forma* reorganization. This letter is submitted for informational purposes to be included in the appropriate Commission files. As further detailed below, McLeodUSA changed its corporate form by converting to a limited liability company. After the conversion, McLeodUSA continued operations under the name McLeodUSA Telecommunications Services, LLC. Furthermore, McLeodUSA participated in a *pro forma* intracorporate reorganization. The reorganization did not change the ultimate ownership or control of its operations, or corporate directors, officers, or managers, or its service offerings and pricing – other than those done in the normal course of business. In all respects, the change in corporate form and *pro forma* reorganization were transparent to the public.

By way of background, McLeodUSA is a wholly-owned indirect subsidiary of PAETEC Holding Corp ("PAETEC Holding"). PAETEC Holding is a publicly traded Delaware corporation (NASDAQ GS: PAET) headquartered in Fairport, New York. McLeodUSA provides long distance and local exchange telecommunications services pursuant to authorization granted in Docket No. 001692-TX; Order No. PSC-01-0307-CO-TX, Docket No. 001554-TI; Order No. PSC-00-2162-PAA-TI, and Docket No. 001692-TX; Order No. PSC-01-0032-PAA-TX. McLeodUSA undertook a change in corporate form whereby it converted from an incorporated company to a limited liability company. McLeodUSA continued to operate under the name McLeodUSA Telecommunications Services, LLC, d/b/a PAETEC Business Services. It is important to note that, other than the change in corporate form and the benefits that accrued therefrom, in all other respects, McLeodUSA remained unaffected by the conversion to a limited liability company. Indeed, McLeodUSA even retained its federal tax identification number and its own certifications.

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- APA _____
- ECR _____
- GCL _____
- (RAD)** _____
- SSC _____
- ADM _____
- OPC _____
- CLK *Nonrepe*

In addition to the changes in corporate form, the company undertook a *pro forma* corporate reorganization. McLeodUSA was held by PAETEC Holding through the McLeodUSA Inc. and McLeodUSA Holdings, Inc. subsidiaries. A diagram of the pre-reorganization structure of the company showing those entities is attached as Exhibit A. The company executed a *pro*

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forma corporate reorganization whereby McLeodUSA became an indirect wholly-owned subsidiary of PAETEC Holding under the PAETEC Corp. and PAETEC Communications, Inc. subsidiary, rather than through its previous intervening parent company. McLeodUSA Inc. was collapsed into PAETEC Holding Corp., and McLeodUSA Holdings, Inc.'s stock was contributed to PAETEC Communications, Inc. PAETEC Communications, Inc. is authorized to provide local and interexchange service pursuant to authorization issued in Docket No. 980916-TI, Order No. PSC-98-1507-FOF-TI. There were no changes whatsoever in the corporate form, name, or manner in which PAETEC Communications, Inc. is held or operated. A diagram of the post-reorganization structure of the company is attached as Exhibit B.

The *pro forma* reorganization did not result in a transfer of control of McLeodUSA because the ultimate parent of the company, i.e., PAETEC Holding, remained the same. Furthermore, the day-to-day operations of the company continue to be managed by the same personnel, and the transaction did not affect the McLeodUSA's current rates or services. The transaction will enhance the overall operational efficiency and competitive position of the company because it expects to gain significant tax benefits as a result of the *pro forma* reorganization, which will ultimately inure to the benefit of the companies' subscribers. Consequently, the transaction is consistent with the public interest, and will promote competition among telecommunications carriers in the state.

On May 12, 2010, the State of Florida issued a certified copy of the withdrawal of authority to McLeodUSA Telecommunications Services, Inc., and issued a registration to McLeodUSA Telecommunications Services, LLC. These documents are attached as Exhibit C.

An original and two (2) copies of this letter are enclosed. Please date-stamp the extra copy of this filing, and return it to us in the enclosed self-addressed stamped envelope. Should you have any questions with respect to this matter, please do not hesitate to contact the undersigned at (202) 344-8065.

Respectfully submitted,



Tony S. Lee

Counsel for McLeodUSA
Telecommunications Services, Inc.

EXHIBIT A: Pre-Transaction Corporation Structure

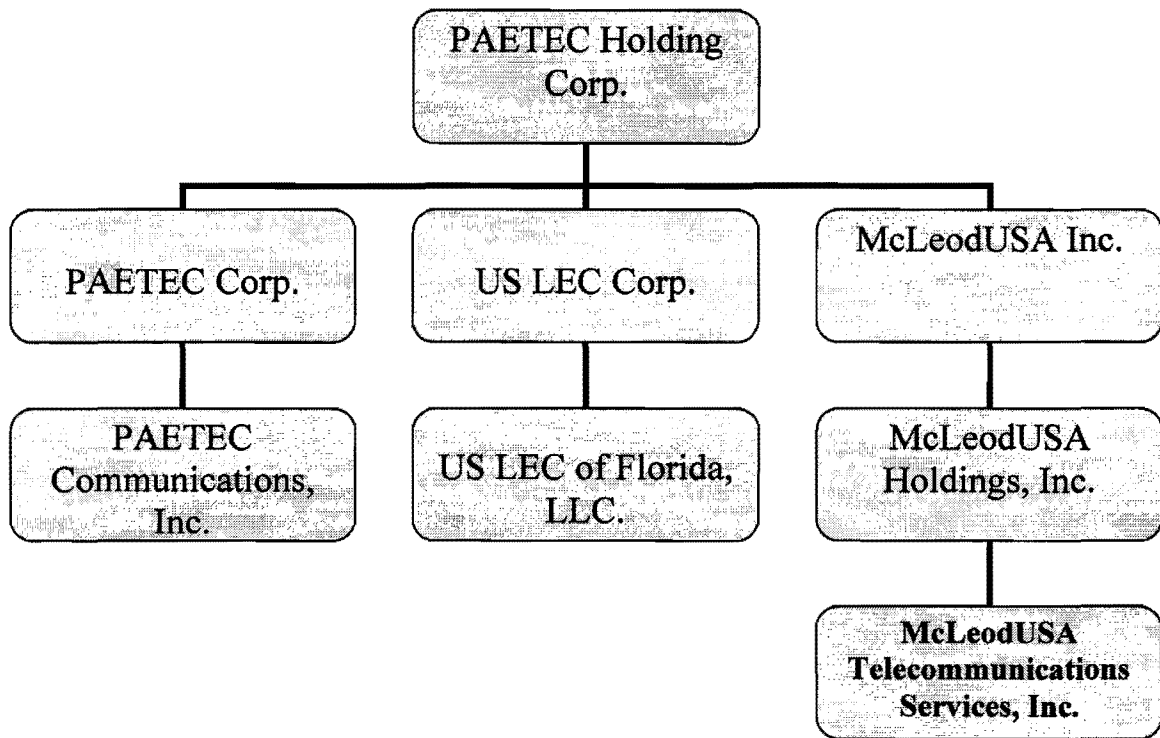
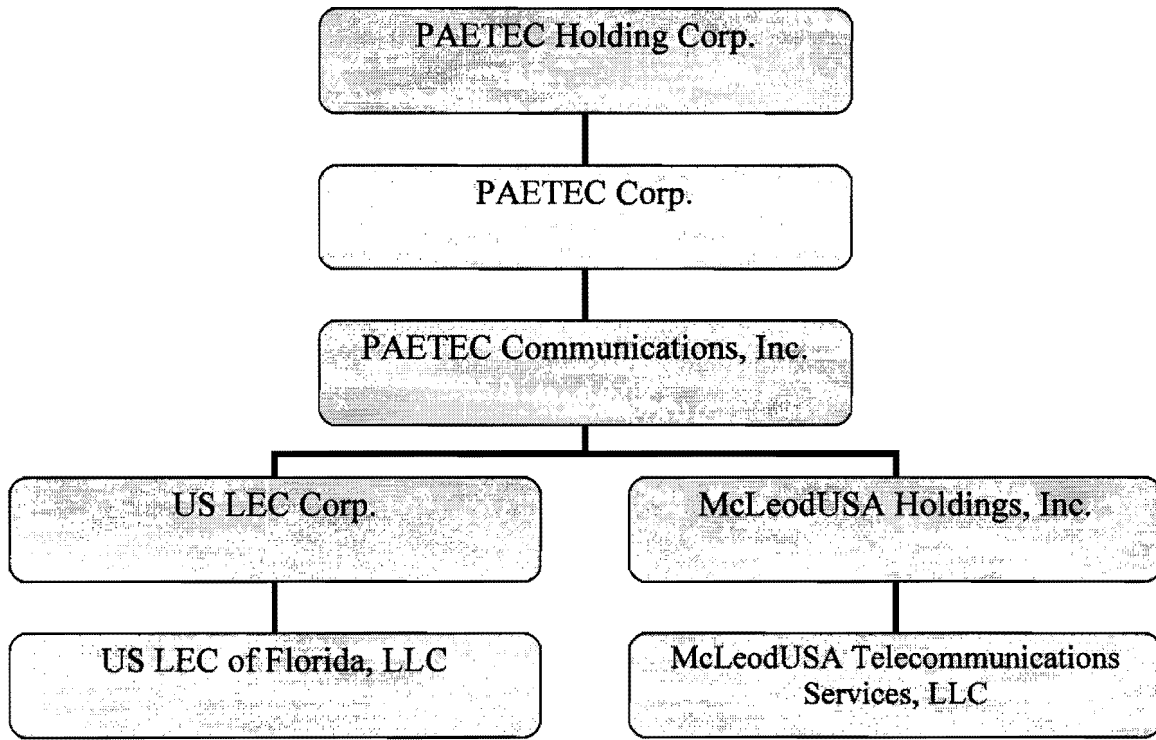


EXHIBIT B: Post-Transaction Corporation Structure





May 12, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MCLEODUSA TELECOMMUNICATIONS SERVICES, INC.
PINEHURST CENTRE BUILDING
477 VIKING DRIVE - SUITE 210
VIRGINIA BEACH, VA 23452US

Re: Document Number F96000006048

The Application for Withdrawal of Authority was filed on May 12, 2010, for MCLEODUSA TELECOMMUNICATIONS SERVICES, INC., an Iowa corporation which was authorized to transact business or conduct affairs in Florida.

Your certification is enclosed. To be official, the certification for a certified copy must be attached to the original document that was electronically submitted and filed under FAX audit number H10000114624.

Should you have any questions regarding this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Irene Albritton
Regulatory Specialist II
Division of Corporations

Letter Number: 010A00012020

State of Florida



Department of State

I certify from the records of this office that MCLEODUSA TELECOMMUNICATIONS SERVICES, INC. was an Iowa corporation authorized to transact business or conduct affairs in the State of Florida, qualified on November 18, 1996.

The document number of this corporation is F96000006048.

I further certify that said corporation filed an Application for Withdrawal of Authority on May 12, 2010 and its status is withdrawn.

I further certify that this is an electronically transmitted certificate authorized by section 15.16, Florida Statutes and authenticated by the code, 010A00012020-051210-F96000006048-1/1, noted below.

Authentication Code: 010A00012020-051210-F96000006048-1/1

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the Twelfth day of May, 2010



Dawn K. Roberts
Dawn K. Roberts
Secretary of State

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: McLeodUSA Telecommunications Services, Inc.
(Name of Corporation)

DOCUMENT NUMBER: F96000008048

The enclosed **withdrawal application** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

(Name of Person)

(Firm/Company)

(Address)

(City/State and Zip code)

For further information concerning this matter, please call:

_____ at (_____) _____
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

MAILING ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF
AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

McLeodUSA Telecommunications Services, Inc.
(Name of Corporation)

F9600006048
(Document Number of Corporation (if known))

Iowa
(Incorporated Under Laws of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.


This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

Pinehurst Centre Building, 477 Viking Drive, Suite 210
(Mailing Address)

Virginia Beach, VA 23452
(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.


(Signature of a director, president or other officer - if in the hands of a receiver or other Court appointed fiduciary, by that fiduciary)

4-21-2010
(Date)

S. Shane Turley
(Typed or printed name of person signing)

Vice President
(Title of person signing)

FILING FEE \$35



May 13, 2010

FLORIDA DEPARTMENT OF STATE

Division of Corporations
MCLEODUSA TELECOMMUNICATIONS SERVICES, L.L.C.
600 WILLOWBROOK OFFICE PARK
FAIRPORT, NY 14450

Qualification documents for MCLEODUSA TELECOMMUNICATIONS SERVICES, L.L.C. were filed on May 12, 2010, and assigned document number M10000002161. Please refer to this number whenever corresponding with this office.

Your limited liability company is now qualified and authorized to transact business in Florida as of the file date.

This document was electronically received and filed under FAX audit number H10000114626.

A limited liability company annual report/uniform business report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-829-4933 and requesting form SS-4.

Please be aware if the limited liability company address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please contact this office at the address given below.

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section
Division of Corporations
Letter Number: 710A00012059

P.O BOX 6327 - Tallahassee, Florida 32314

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. McLeodUSA Telecommunications Services, L.L.C.
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Iowa 3. 42-1407242
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 07/26/1993 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 600 Willowbrook Office Park, Fairport, NY 14450
(Street Address of Principal Office)

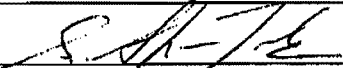
8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

Paetec Communications, Inc., 600 Willowbrook Office Park, Fairport, NY 14450

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Telecommunications services


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
S. Shane Turley
Typed or printed name of signee

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

McLeodUSA Telecommunications Services, L.L.C.

If unavailable, the alternate to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box NOT ACCEPTABLE)

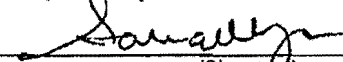
Plantation FL 33324

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

C T Corporation System

By:


(Signature)

Samantha Jones
Assistant Secretary

- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: McLeodUSA Telecommunications Services, L.L.C.
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Name of Person

Firm/Company

Address

City/State and Zip Code

karen.ferrini@paetec.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

_____ at (_____) _____
Name of Person Area Code & Daytime Telephone Number

MAILING ADDRESS:
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy
- \$160.00 Filing Fee, Certificate of Status & Certified Copy

**IOWA SECRETARY OF STATE
MICHAEL A. MAURO**



Date: 5/10/2010

CERTIFICATE OF EXISTENCE

Name: MCLEODUSA TELECOMMUNICATIONS SERVICES, L.L.C. (489DLC - 168002)

Date of Incorporation: 7/26/1993

Duration: PERPETUAL

I, MICHAEL A. MAURO, Secretary of State of the State of Iowa, custodian of the records of incorporations, certify that the limited liability company named on this certificate is in existence and was duly incorporated under the laws of Iowa, that all fees required by the Iowa Revised Uniform Limited Liability Company Act have been paid by the limited liability company, that the most recent biennial corporate report required has been filed by the Secretary of State, and that articles of dissolution have not been filed.

Certificate ID: CS39834
To validate this certificate please visit the following web site and enter the certificate ID.
www.sos.state.ia.us/ValidateCertificate

Michael A. Mauro
MICHAEL A. MAURO SECRETARY OF STATE