

Diamond Williams

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From: Ferenchak, Brett P. [Brett.Ferenchak@bingham.com]
Sent: Tuesday, August 23, 2011 9:51 AM
To: Filings@psc.state.fl.us
Subject: Notification Regarding the Indirect Transfer of Control of the PAETEC Regulated Entities
Attachments: FL Notification.pdf

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b. Non-Docket Filing

c. PAETEC Holding Corp., Intellifiber Networks, Inc., Network Telephone Corporation, The Other Phone Company, Inc., Talk America, Inc., US LEC of Florida, LLC, PaeTec Communications, Inc., LDMI Telecommunications, Inc., McLeodUSA Telecommunications Services, LLC and Windstream Corporation

d. 3 Pages Total

e. Notification Regarding the Indirect Transfer of Control of the PAETEC Regulated Entities

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FPSC-COMMISSION CLERK

BINGHAM

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Our file no.: 0000356477

August 23, 2011

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Via Electronic Filing

Ann Cole, Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
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Re: Notification Regarding the Indirect Transfer of Control of the PAETEC Regulated Entities

Dear Ms. Cole:

PAETEC Holding Corp. ("PAETEC") and its wholly owned indirect subsidiaries Intellifiber Networks, Inc. ("Intellifiber"), Network Telephone Corporation ("NTC"), The Other Phone Company, Inc. ("TOPC"), Talk America, Inc. ("TA"), US LEC of Florida, LLC ("USLEC-FL"), PaeTec Communications, Inc. ("PCI"), LDMI Telecommunications, Inc. ("LDMI"), and McLeodUSA Telecommunications Services, LLC ("McLeodUSA") (Intellifiber, NTC, TOPC, TA, USLEC-FL, PCI, LDMI and McLeodUSA collectively, the "PAETEC Regulated Entities")¹ together with Windstream Corporation in its limited capacity as the acquiring entity ("Windstream") (collectively, the "Parties") notify the Commission of a proposed transaction between PAETEC and Windstream through which Windstream will acquire indirect control of the PAETEC Regulated Entities, which themselves are wholly owned indirect subsidiaries of PAETEC (the "Transaction").² Windstream has subsidiary local exchange and interexchange carrier operations throughout the United States but is, itself, not a regulated entity.³ The Parties submit this letter for

¹ Intellifiber holds CLEC Certificate No. 8012 and IXC Registration No. TJ582. NTC holds CLEC Certificate No. 5613 and IXC Registration No. TJ119. TOPC holds CLEC Certificate No. 4099 and IXC Registration No. TI619. TA holds CLEC Certificate No. 4692 and IXC Registration No. TI076. USLEC-FL holds CLEC Certificate No. 5311 and IXC Registration No. TJ057. PCI holds CLEC Certificate No. 5765 and IXC Registration No. TJ132. LDMI is authorized to provide intrastate interexchange telecommunications services pursuant to IXC Registration No. TI425. McLeodUSA holds CLEC Certificate No. 7715 and IXC Registration No. TI604.

² Additional details regarding the Transaction are available in PAETEC's 8-K filing with the SEC, which includes the Agreement and Plan of Merger. See *Agreement and Plan of Merger among Windstream Corporation, Peach Merger Sub, Inc., and PAETEC Holding Corp.*, at Exhibit 2.1 (July 31, 2011), available at: <http://sec.gov/Archives/edgar/data/1372041/000119312511204606/0001193125-11-204606-index.htm>.

³ Windstream Corporation, a Delaware corporation headquartered at 4001 Rodney Parham Road, Little Rock, Arkansas 72212, is a publicly traded (NASDAQ: WIN) S&P 500 diversified communications and entertainment company. Windstream's subsidiaries provide local and long

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informational purposes only to ensure the continuing accuracy of the Commission's records.

PAETEC is a publicly traded Delaware corporation (NASDAQ GS: PAET) with principal offices located at One PAETEC Plaza, 600 Willowbrook Office Park, Fairport, New York 14450. PAETEC, through its regulated operating subsidiaries including the PAETEC Regulated Entities, has a presence in 86 of the nation's top 100 MSAs, delivering communications solutions primarily to business customers in 49 states and the District of Columbia. Additional information regarding PAETEC, including its most recent Securities and Exchange Commission Form 10-Q, is available at www.paetec.com/investors.

Questions or inquiries concerning this Notification may be directed to:

For PAETEC:

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For Windstream:

Kimberly K. Bennett
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With a copy to:

William A. Haas
Corporate Vice President of Public Policy
& Regulatory
PAETEC Holding Corp.
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Hiawatha, IA 52233
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As a result of the Transaction described above, PAETEC will become a wholly owned subsidiary of Windstream. Thus, Windstream will be the new ultimate parent company of the PAETEC Regulated Entities. This change in ultimate control does not involve a transfer of operating authority, assets or customers, and the Transaction is expected to be virtually seamless to customers. The only immediate change resulting from the

distance telephone services, broadband and high-speed data services and video services to customers primarily in rural areas. Windstream's operations currently have approximately 3.3 million access lines and approximately \$4 billion in annual revenues. More information can be found at www.windstream.com.

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Transaction will be that the PAETEC Regulated Entities will be ultimately owned by Windstream. As subsidiaries of Windstream, the PAETEC Regulated Entities may subsequently change their names to reflect the "Windstream" brand.

Please acknowledge receipt and acceptance of this filing. Should you have any questions regarding this filing, please do not hesitate to contact Brett Ferenchak at 202-373-6697.

Respectfully submitted,

A handwritten signature in black ink that reads "Brett P Ferenchak". The signature is written in a cursive, slightly slanted style.

Jean L. Kiddoo
Brett P. Ferenchak

Counsel for PAETEC

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