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August 19, 2011

Via Overnight Courier

Jeff Derouen, Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, Kentucky 40601

Re: Notification Regarding the Indirect Transfer of Control of the PAETEC Regulated Entities

Dear Executive Director Derouen:

PAETEC Holding Corp. ("PAETEC") and its wholly owned indirect subsidiaries Network Telephone Corporation ("NTC"), The Other Phone Company, Inc. ("TOPC"), Talk America, Inc. ("TA"), US LEC of Tennessee, LLC ("USLEC-TN"), PaeTec Communications, Inc. ("PCI"), LDMI Telecommunications, Inc. ("LDMI"), and McLeodUSA Telecommunications Services, LLC ("McLeodUSA") (NTC, TOPC, TA, USLEC-TN, 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"), pursuant to the Orders issued in Admin. Case No. 359 on June 21, 1996 and No. 370 on January 8, 1998 and 807 KAR 5:011, Section 11, 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

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¹ NTC is authorized to operate as a competitive local exchange carrier (Utility ID No. 5007600) and long distance carrier (Utility ID No. 22250076). TOPC is authorized to operate as a competitive local exchange carrier (Utility ID No. 5010600) and long distance carrier (Utility ID No. 22250106). TA is authorized to operate as a competitive local exchange carrier (Utility ID No. 5051890), long distance carrier (Utility ID No. 5100700) and provider of operator services (Utility ID No. 22251007). USLEC-TN is authorized to operate as a competitive local exchange carrier (Utility ID No. 5050370), long distance carrier (Utility ID No. 22205037) and provider of operator services (Utility ID No. 33305037). PCI is authorized to operate as a competitive local exchange carrier (Utility ID No. 22251445) and long distance carrier (Utility ID No. 5144500). McLeodUSA is authorized to operate as a competitive local exchange carrier (Utility ID No. 22251262) and long distance carrier (Utility ID No. 5126200).

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>.

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operations throughout the United States but is, itself, not a regulated entity.³ The Parties submit this letter for 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:

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VP - Regulatory Counsel
Windstream Corporation
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With a copy to:

William A. Haas
Corporate Vice President of Public Policy
& Regulatory
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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 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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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 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.

An original and ten (10) copies of this letter are enclosed for filing. Please date-stamp the extra copy and return it in the envelope provided. Should you have any questions regarding this filing, please do not hesitate to contact Brett Ferenchak at 202-373-6697.

Respectfully submitted,



Jean L. Kiddoo
Brett P. Ferenchak

Counsel for PAETEC