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January 19, 2005

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**VIA OVERNIGHT DELIVERY**PUBLIC SERVICE  
COMMISSION

Beth O'Donnell  
Executive Director  
Kentucky Public Service Commission  
211 Sower Boulevard  
Frankfurt, KY 40601

**Re: Notification Letter of Change in Stock Ownership of American Long Lines,  
Inc. to PAETEC Corp.**

Dear Ms. O'Donnell:

PAETEC Corp. ("PAETEC") and American Long Lines, Inc. ("Long Lines") (together the "Parties"), hereby give notice to the Commission of a proposed transaction whereby pursuant to a stock purchase agreement ownership of Long Lines will be transferred from Douglas Derstine, the current sole owner of all of the outstanding and issued shares of Long Lines, to PAETEC. There will be no change in the Certificate of Public Convenience and Necessity of Long Lines and no impact on the customers of Long Lines. Closing of the transaction is anticipated to occur on February 28, 2005.

PAETEC Corp. is a privately held Delaware corporation with headquarters located at One PAETEC Plaza, 600 Willowbrook Office Park, Fairport, New York. PAETEC is the holding company of several subsidiaries, including PAETEC Communications, Inc. ("PCI"). PCI is a national communications solutions provider offering broadband services, including advanced voice and video, enhanced data and communications management services to medium-sized and large businesses, educational institutions, governmental organizations and other entities in 27 U.S. markets. PCI is authorized to provide telecommunications services in Kentucky.

American Long Lines, Inc. ("Long Lines") is a Pennsylvania corporation with headquarters located at 700 Enterprise Drive, 2<sup>nd</sup> Floor, Horsham, Pennsylvania. Long Lines offers resold local and long distance telecommunications services in markets throughout the United States, primarily in the Northeast United States. Long Lines is authorized to provide telecommunications services in Kentucky.

Parties emphasize that the proposed Transaction will not change the rates, terms or conditions under which Long Lines provides service, and that the proposed transaction does not involve any plan by Long Lines to discontinue service to Kentucky customers. Following

closing, the Kentucky Customers will receive the same services they currently receive from Long Lines. PCI will continue to provide services to its Kentucky Customers pursuant to its own Certificate, as referenced above.

The proposed transaction will serve the public interest by enabling PAETEC to expand its operations in a cost-effective manner, thereby enhancing its competitive position and ability to provide a broad range of integrated telecommunications services to Kentucky consumers. By permitting PAETEC to strengthen its competitive position and accelerate the offering of innovative products and services, the proposed transaction will ultimately enhance competitive choices for Kentucky consumers.

If there are any questions regarding this filing, please contact the undersigned. Thank you for your attention to this matter.

Respectfully submitted,

*Mary K. O'Connell*  
Mary K. O'Connell *JAH*

Senior Corporate Counsel  
PAETEC Communications, Inc.  
(585) 340-2669

cc  
Douglas Derstine