

Jean L. Kiddoo
Brett P. Ferenchak
jean.kiddoo@bingham.com
brett.ferenchak@bingham.com

August 16, 2011

Via DIS

Renee J. Jenkins, Secretary
Public Utilities Commission of Ohio
Attention: Docketing Division
180 East Broad Street
Columbus, Ohio 43215-3793

**Re: Case No. 11-4787-TP-ACO - In the Matter of the Application of
PaeTec Communications, Inc., McLeodUSA Telecommunications
Services, LLC, US LEC Communications, LLC, Talk America, Inc.,
LDMI Telecommunications, Inc. and Intellifiber Networks, Inc.
Regarding their Indirect Transfer of Control**

Dear Ms. Jenkins:

On behalf of PaeTec Communications, Inc., McLeodUSA Telecommunications Services, LLC, US LEC Communications, LLC, Talk America, Inc., LDMI Telecommunications, Inc. and Intellifiber Networks, Inc., attached for filing is an electronic copy of the above-reference Application in PDF format.

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

Respectfully submitted,



Jean L. Kiddo
Brett Ferenchak

Boston
Hartford
Hong Kong
London
Los Angeles
New York
Orange County
San Francisco
Santa Monica
Silicon Valley
Tokyo
Washington

Bingham McCutchen LLP
2020 K Street NW
Washington, DC
20006-1806

T +1.202.373.6000
F +1.202.373.6001
bingham.com

A/74484337.1

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS FILING FORM
(Effective: 01/20/2011)

This form is intended to be used with most types of required filings. It provides check boxes with rule references for the most common types of filings. It does not replace or supersede Commission rules in any way.

In the Matter of the Application of PaeTec Communications,)
Inc., McLeodUSA Telecommunications Services, LLC, US)
LEC Communications, LLC, Talk America, Inc., LDMI)
Telecommunications, Inc. and Intellifiber Networks, Inc. to)
Transfer Indirect Control to Windstream Corporation

TRF Docket No. 90-_____

Case No. **11-4787-TP-ACO**

NOTE: Unless you have reserved a Case #, leave the "Case No" fields BLANK.

Name of Registrant(s) PaeTec Communications, Inc., McLeodUSA Telecommunications Services, LLC, US LEC Communications, LLC, Talk America, Inc., LDMI Telecommunications, Inc. and Intellifiber Networks, Inc. (collectively, the "Registrants")

DBA(s) of Registrant(s) PAETEC, PAETEC Business Services

Address of Registrant(s) One PAETEC Plaza, 600 Willow Brook Office Park, Fairport, New York 14450

Company Web Address www.paetec.com

Regulatory Contact Person(s) William Haas, Corporate VP of Regulatory & Public Policy Phone 319-790-7295 Fax 319-790-7901

Regulatory Contact Person's Email Address william.haas@paetec.com

Contact Person for Annual Report William Haas, Corporate VP of Regulatory & Public Policy Phone 319-790-7295

Address (if different from above) (same)

Consumer Contact Information William Haas, Corporate VP of Regulatory & Public Policy Phone 319-790-7295

Address (if different from above) (same)

Motion for protective order included with filing? ☐ Yes ☒ No

Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: Waivers may toll any automatic timeframe.]

Notes:

Section I and II are Pursuant to Chapter 4901:1-6 OAC

Section III – Carrier to Carrier is Pursuant to 4901:1-7 OAC, and Wireless is Pursuant to 4901:1-6-24 OAC.

Section IV – Attestation

(1) Indicate the Carrier Type and the reason for submitting this form by checking the boxes below.

(2) For requirements for various applications, see the identified section of Ohio Administrative Code Section 4901 and/or the supplemental application form noted.

(3) Information regarding the number of copies required by the Commission may be obtained from the Commission's web site at www.puco.ohio.gov under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the Commission.

(4) An Incumbent Local Exchange Carrier (ILEC) offering basic local exchange service (BLES) outside its traditional service area should choose CLEC designation when proposing to offer BLES outside its traditional service area or when proposing to make changes to that service.

All Filings that result in a change to one or more tariff pages require, at a minimum, the following exhibits.

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s) N/A No tariff changes are anticipated.
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin. N/A No tariff changes are anticipated.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected. See Attachment A for a description of the transaction.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s). N/A Applicants will continue to provide service under the same names, respectively, without immediate change in rates, terms or conditions.

Section I – Part I - Common Filings

Carrier Type <input type="checkbox"/> Other (explain below)	<input type="checkbox"/> For Profit ILEC	<input type="checkbox"/> Not For Profit ILEC	<input type="checkbox"/> CLEC
Change terms & conditions of existing BLES	<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)
Introduce non-recurring charge, surcharge, or fee to BLES			<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)
Introduce or Increase Late Payment	<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)
Revisions to BLES Cap.	<input type="checkbox"/> ZTA 1-6-14(F) (0 day Notice)		
Introduce BLES or expand local service area (calling area)	<input type="checkbox"/> ZTA 1-6-14(H) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-14(H) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-14(H) (0 day Notice)
Notice of no obligation to construct facilities and provide BLES	<input type="checkbox"/> ZTA 1-6-27(C) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-27(C) (0 day Notice)	
Change BLES Rates	<input type="checkbox"/> TRF 1-6-14(F) (0 day Notice)	<input type="checkbox"/> TRF 1-6-14(F)(4) (0 day Notice)	<input type="checkbox"/> TRF 1-6-14(G) (0 day Notice)
To obtain BLES pricing flexibility	<input type="checkbox"/> BLS 1-6-14 (C)(1)(c) (Auto 30 days)		
Change in boundary	<input type="checkbox"/> ACB 1-6-32 (Auto 14 days)	<input type="checkbox"/> ACB 1-6-32 (Auto 14 days)	
Expand service operation area			<input type="checkbox"/> TRF 1-6-08(G)(0 day)
BLES withdrawal			<input type="checkbox"/> ZTA 1-6-25(B) (0 day Notice)
Other* (explain) _____			

Section I – Part II – Customer Notification Offerings Pursuant to Chapter 4901:1-6-7 OAC

Type of Notice	Direct Mail	Bill Insert	Bill Notation	Electronic Mail
<input type="checkbox"/> 15-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> 30-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Date Notice Sent:				

Section I – Part III –IOS Offerings Pursuant to Chapter 4901:1-6-22 OAC

IOS	Introduce New	Tariff Change	Price Change	Withdraw
<input type="checkbox"/> IOS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Section II – Part I – Carrier Certification - Pursuant to Chapter 4901:1-6-08, 09 & 10 OAC

Certification	ILEC (Out of Territory)	CLEC	Carrier's Not Offering BLES	CESTC	CETC
* See Supplemental form	<input type="checkbox"/> ACE 1-6-08 * (Auto 30- day)	<input type="checkbox"/> ACE 1-6-08 * (Auto 30 day)	<input type="checkbox"/> ACE 1-6-08 * (Auto 30 day)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 day)	<input type="checkbox"/> UNC1-6-09 * (Non-Auto)

*Supplemental Certification forms can be found on the Commission Web Page.

Section II – Part II – Certificate Status & Procedural

Certificate Status	ILEC	CLEC	Carrier's Not Offering BLES
Abandon all Services		<input type="checkbox"/> ABN 1-6-26 (Auto 30 days)	<input type="checkbox"/> ABN 1-6-26 (Auto 30 days)
Change of Official Name *	<input type="checkbox"/> ACN 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> ACN 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Change in Ownership *	<input type="checkbox"/> ACO 1-6-29(E) (Auto 30 days)	<input checked="" type="checkbox"/> ACO 1-6-29(E) (Auto 30 days)	<input checked="" type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Merger *	<input type="checkbox"/> AMT 1-6-29(E) (Auto 30 days)	<input type="checkbox"/> AMT 1-6-29(E) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Transfer a Certificate *	<input type="checkbox"/> ATC 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> ATC 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Transaction for transfer or lease of property, plant or business *	<input type="checkbox"/> ATR 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> ATR 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)

* Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see the 4901:1-6-29 Filing Requirements on the Commission's Web Page for a complete list of exhibits.

Section III – Carrier to Carrier (Pursuant to 4901:1-7), and Wireless (Pursuant to 4901:1-6-24)

Carrier to Carrier	ILEC	CLEC
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)
Request for Arbitration	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)
Introduce or change c-t-c service tariffs,	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC1-7-04 or 05 (Non-Auto)	
Changes in rates, terms & conditions to Pole Attachment, Conduit Occupancy and Rights-of-Way.	<input type="checkbox"/> UNC 1-7-23(B) (Non-Auto)	
Wireless Providers See 4901:1-6-24	<input type="checkbox"/> RCC [Registration & Change in Operations]	<input type="checkbox"/> NAG [Interconnection Agreement or

Section IV. – Attestation

Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.

AFFIDAVIT
Compliance with Commission Rules

I am an officer/agent of the applicant corporation, _____, and am authorized to make this statement on its behalf.

(Name)

Please Check ALL that apply:

☐ I attest that these tariffs comply with all applicable rules for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

☐ I attest that customer notices accompanying this filing form were sent to affected customers, as specified in Section II, in accordance with Rule 4901:1-6-7, Ohio Administrative Code.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on (Date) _____

at (Location) _____

*(Signature and Title) _____

(Date) _____

- *This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

VERIFICATION

I, Brett P. Ferenczak verify that I have utilized the Telecommunications Filing Form for most proceedings provided by the Commission and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

(Date) 8/16/11

*(Signature and Title) Brett P Ferenczak Counsel to PAETEC and the
PAETEC Regulated Entities

**Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

Send your completed Application Form, including all required attachments as well as the required number of copies, to:

Public Utilities Commission of Ohio
Attention: Docketing Division
180 East Broad Street, Columbus, OH 43215-3793
Or

Make such filing electronically as directed in Case No 06-900-AU-WVR

VERIFICATION

STATE OF IOWA

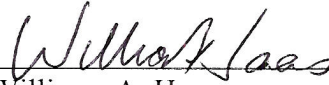
§

§

COUNTY OF LINN

§

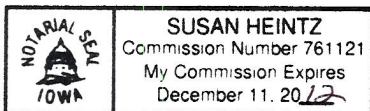
I, William A. Haas, state that I am Corporate Vice President Regulatory and Public Policy of PAETEC Holding Corp.; that I am authorized to make this Verification on behalf of PAETEC Holding Corp. and its subsidiaries; that the foregoing filing was prepared under my direction and supervision; and that the statements with respect to PAETEC Holding Corp and its subsidiaries in the foregoing document are true and correct to the best of my knowledge, information, and belief.



Name: Williams A. Haas

Title: Corporate Vice President Regulatory and
Public Policy
PAETEC Holding Corp.

SWORN TO AND SUBSCRIBED before me on the 11 day of August, 2011.



Notary Public

My commission expires: 12-11-12

VERIFICATION

STATE OF ARKANSAS

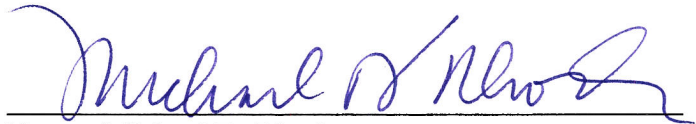
§

§

COUNTY OF PULASKI

§

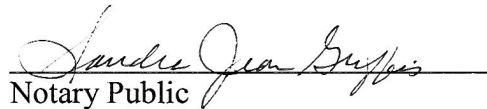
I, Michael D. Rhoda, state that I am Senior Vice President Government Affairs for Windstream Corporation ("Windstream"); that I am authorized to make this Verification on behalf of Windstream and its subsidiaries; that the foregoing filing was prepared under my direction and supervision; and that the statements with respect to Windstream and its subsidiaries in the foregoing document are true and correct to the best of my knowledge, information, and belief.



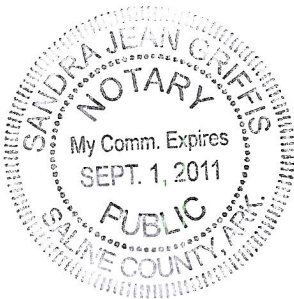
Name: Michael D. Rhoda

Title: Senior Vice President Government Affairs
Windstream Corporation

SWORN TO AND SUBSCRIBED before me on the 11th day of August, 2011.


Notary Public

My commission expires: September 1, 2011



LIST OF ATTACHMENTS

Attachment A	Description of Transaction
Attachment B	Certificates of Good Standing
Attachment C	Charts of the Merger and the Pre- and Post-Transaction Corporate Organizational Structure
Attachment D	List of Officers and Directors
Verifications	

ATTACHMENT A

DESCRIPTION OF THE TRANSACTION

PAETEC Holding Corp. (“PAETEC”), PaeTec Communications, Inc. (“PCI”), McLeodUSA Telecommunications Services, LLC (“McLeodUSA”), US LEC Communications, LLC (“US LEC”), Talk America, Inc. (“Talk America”), LDMI Telecommunications, Inc. (“LDMI”), and Intellifiber Networks, LLC (“Intellifiber”) (PCI, McLeodUSA, US LEC, Talk America, LDMI and Intellifiber collectively, the “PAETEC Regulated Entities”), and Windstream Corporation in its sole capacity as the acquiring entity (“Windstream”) (PAETEC, the PAETEC Regulated Entities, and Windstream collectively, the “Applicants”), hereby request Commission approval for the transfer of indirect control of the PAETEC Regulated Entities to Windstream (the “Transaction”).

In support of this Joint Application, Applicants provide the following information:

Description of the Applicants

A. Windstream Corporation

Windstream Corporation, a Delaware corporation headquartered at 4001 Rodney Parham Road, Little Rock, Arkansas 72212, (501) 748-7000, is a publicly traded (Nasdaq: WIN) S&P 500 diversified communications and entertainment company. Windstream's subsidiaries provide local and long distance telephone services, data hosting services, broadband and high-speed data services and video services to customers throughout the United States.¹ Windstream's operations currently have approximately 3.3 million access lines and approximately \$4 billion in annual revenues. More information about Windstream and its operations can be found at www.windstream.com.

Windstream does not itself provide telecommunications services or hold any telecommunications licenses in its own right, but by virtue of its ownership of its regulated subsidiaries, Windstream has demonstrated that it is qualified to own and that its subsidiaries are qualified to operate telecommunications carriers in Ohio. Additional information concerning Windstream's legal, technical, managerial and financial qualifications to acquire control of the PAETEC Regulated Entities was submitted to the Commission with various prior filings with respect to the operations of its subsidiaries in Ohio and is therefore already a matter of public record.

¹ The operations of Windstream's existing subsidiaries in these states, including Ohio, will not be affected by the instant Transaction.

B. PAETEC Holding Corp and the PAETEC Regulated Entities

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 that operate in Ohio, 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.

The PAETEC Regulated Entities hold the following authorizations in Ohio:

1. PCI is authorized to provide (1) competitive local exchange services and interexchange services pursuant to Certificate No. 90-9120 granted in Case No. 98-1401-TP-ACE and (2) competitive telecommunications service throughout Ohio pursuant to Certificate No. 90-5837 granted in Case No. 98-1104-CT-ACE.
2. US LEC is authorized to provide local exchange and competitive telecommunications services pursuant to Certificate No. 09-9096 issued in Case No. 99-1137-TP-ACE.
3. McLeodUSA is authorized to provide competitive local exchange and interexchange telecommunications services pursuant to Certificate No. 90-9087 issued in Case No. 10-0968-TP-AAC.
4. Talk America is authorized to provide (1) local exchange services and interexchange services pursuant to Certificate No. 90-9030 granted in Case Nos. 07-65-TP-ACN, 07-66-TP-ACN and 07-67-TP-ACN.
5. LDMI is authorized to provide (1) resold and facilities-based local exchange telecommunications services pursuant to Certificate No. 90-9106 granted in Case No. 02-2965-TP-ACN and (2) interexchange telecommunications services pursuant to Certificate No. 90-5655 granted in Case No. 95-804-CT-ACE.
6. Intellifiber is authorized to provide local exchange and competitive telecommunications services pursuant to Certificate No. 90-9381 granted in Case No. 10-0456-TP-ACE.

Organization charts illustrating the corporate structure of the PAETEC Regulated Entities pre- and post-Transaction are appended hereto as **Attachment C**.

Designated Contacts

Questions, correspondence or other communications concerning this Application should be directed to the following designated representative of Applicants:

For PAETEC

Jean L. Kiddoo
Brett P. Ferenchak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
202-373-6000 (Tel)
202-373-6001 (Fax)
jean.kiddoo@bingham.com
brett.ferenchak@bingham.com

For Windstream

Kimberly K. Bennett
VP- Regulatory Counsel
Windstream Corporation
4001 Rodney Parham Road
Little Rock, Arkansas 72212
501-748-6374 (Tel)
kimberly.k.bennett@windstream.com

With a copy to:

William A. Haas
Corporate Vice President of Public Policy
& Regulatory
PAETEC Holding Corp.
One Martha's Way
Hiawatha, IA 52233
319-790-7295 (Tel)
william.haas@paetec.com

With a copy to:

Kathy Hobbs
VP-State Government Affairs
17 S High St, Ste 750
Columbus, OH 43215-3411
614-228-9484 (Tel)
kathy.hobbs@windstream.com

Description of the Transaction

Pursuant to the terms of an Agreement and Plan of Merger ("Agreement") dated July 31, 2011 among Windstream, Peach Merger Sub, Inc. ("MergerCo") (a direct, wholly-owned subsidiary of Windstream created for purposes of the merger), and PAETEC, MergerCo will merge with and into PAETEC, and PAETEC will continue to exist as the surviving corporation (the "Transaction"). As a result of the Transaction, PAETEC will become the direct, wholly-owned subsidiary of Windstream. Thus, Windstream will be the new ultimate parent company of PAETEC Regulated Entities, although these entities will all continue to be wholly owned by their existing intermediate parent companies. For the Commission's convenience, pre- and post-transaction organizational charts are provided as **Attachment C**. A copy of the PAETEC's 8-K filing with the SEC containing the Agreement is publicly available online, and is incorporated by reference herein.²

² 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>. Applicants will provide staff a paper copy of this voluminous filing upon request.

Accordingly, this change in ultimate control will not involve a transfer of the operating authority, assets or customers of the PAETEC Regulated Entities. Immediately following consummation of the Transaction, PAETEC Regulated Entities will continue to offer the same services, rates, terms and conditions pursuant to their existing respective authorizations. Since these certificated entities will be ultimately owned by Windstream as a result of the Transaction, they may in the future change their names to reflect the “Windstream” brand. The Applicants emphasize that any modifications to the names of the PAETEC Regulated Entities, or any other changes to their rates, terms or conditions of those service that may occur in the future following the consummation of the Transaction will be undertaken pursuant to the requirements of applicable law and Commission rules.

Windstream has the technical, managerial, and financial qualifications to acquire control of the PAETEC Regulated Entities. Windstream, through its operating subsidiaries, provides local and long distance telephone services, data hosting services, broadband and high-speed data services and video services to customers throughout the United States. Windstream’s operations currently have approximately 3.3 million access lines and approximately \$4 billion in annual revenues. More information about Windstream and its operations can be found at www.windstream.com. A copy of Windstream’s most recent financial statements from its Form 10-K for the year ended December 31, 2010 are available online, and are incorporated by reference herein.³

Public Interest Considerations

Applicants submit that the Transaction described herein will serve the public interest. Applicants expect that the merger will enable the combined entities to better meet the needs of enterprises, wholesale buyers, and other customers. The Transaction will bring together two successful carrier organizations that have proven themselves in a highly competitive marketplace. The Transaction will help create a stronger competitor by bringing together each organization’s respective strengths. Operating as an integrated company will allow each of the operating companies to be more competitive and to deliver greater value and variety of services to their customers than they do individually.

Moreover, the Transaction will be conducted in a manner that will be largely transparent to customers of the PAETEC Regulated Entities. The Transaction will not result in a change of carrier for customers or any assignment of authorizations, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers. Following consummation of the Transaction, the

³ See *Annual Report of Windstream for Fiscal Year Ended December 31, 2010 (SEC Form 10-K)*, (Feb. 22, 2011), available at: <http://sec.gov/Archives/edgar/data/1282266/000119312511042169/0001193125-11-042169-index.htm> (“Windstream’s Form 10-K”). Applicants will provide staff a paper copy of this voluminous filing upon request.

PAETEC Regulated Entities will continue to provide high-quality communications services to their customers without interruption and without immediate change in rates, terms or conditions.

For various important business, tax and financial reasons, Applicants require that the Transaction be closed as quickly as possible in 2011. Delay in the regulatory approval process – and thus in the ability of the Applicants to move forward promptly with the integration process – risks creating uncertainty and competitive harm, especially in the public equity markets for the companies' respective stock. The competitive telecommunications marketplace continues to be a very challenging business environment. The proposed Transaction is aimed at strengthening the competitive position of the combined entities and, therefore, delay in the regulatory approval process prevents the parties from realizing the economic benefits of integration of the carriers' networks or offering the expanded combined network footprint to customers as quickly as the parties otherwise could.

ATTACHMENT B

Certificates of Good Standing

**United States of America
State of Ohio
Office of the Secretary of State**

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show PAETEC COMMUNICATIONS, INC., a Delaware corporation, having qualified to do business within the State of Ohio on June 24, 1998 under License No. 1013713 is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 15th day of August, A.D. 2011*

A handwritten signature in dark ink that reads "Jon Husted". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

Ohio Secretary of State

Validation Number: V2011227AF4860

**United States of America
State of Ohio
Office of the Secretary of State**

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show MCLEODUSA TELECOMMUNICATIONS SERVICES, LLC, a Delaware For Profit Limited Liability Company, Registration Number 947947, filed on July 11, 1996, is currently in FULL FORCE AND EFFECT upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 15th day of August, A.D. 2011*

Jon Husted

Ohio Secretary of State

Validation Number: V2011227AEADF4

**United States of America
State of Ohio
Office of the Secretary of State**

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show US LEC COMMUNICATIONS LLC, a North Carolina For Profit Limited Liability Company, Registration Number 1108759, filed on October 04, 1999, is currently in FULL FORCE AND EFFECT upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 15th day of August, A.D. 2011*

A handwritten signature in dark ink that reads "Jon Husted". The signature is written in a cursive style with a large, looped "J" and a distinct "H".

Ohio Secretary of State

Validation Number: V2011227A87DE1

**United States of America
State of Ohio
Office of the Secretary of State**

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show TALK AMERICA INC., a Pennsylvania corporation, having qualified to do business within the State of Ohio on April 17, 1992 under License No. 817626 is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 15th day of August, A.D. 2011*

A handwritten signature in dark ink that reads "Jon Husted". The signature is written in a cursive, flowing style.

Ohio Secretary of State

Validation Number: V2011227AF2065

**United States of America
State of Ohio
Office of the Secretary of State**

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show LDMI TELECOMMUNICATIONS, INC., a Michigan corporation, having qualified to do business within the State of Ohio on April 26, 1994 under License No. 870339 is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 15th day of August, A.D. 2011*

A handwritten signature in dark ink that reads "Jon Husted". The signature is written in a cursive, flowing style.

Ohio Secretary of State

Validation Number: V2011227A86435

**United States of America
State of Ohio
Office of the Secretary of State**

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show INTELLIFIBER NETWORKS, INC., a Virginia corporation, having qualified to do business within the State of Ohio on September 18, 2000 under License No. 1181725 is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 15th day of August, A.D. 2011*

A handwritten signature in dark ink that reads "Jon Husted". The signature is written in a cursive, flowing style.

Ohio Secretary of State

Validation Number: V2011227A2A74D

ATTACHMENT C

**Charts of the Merger and the Pre- and Post-Transaction
Corporate Organizational Structure**

Pre-Transaction Corporate Structure of PAETEC Regulated Entities and Windstream

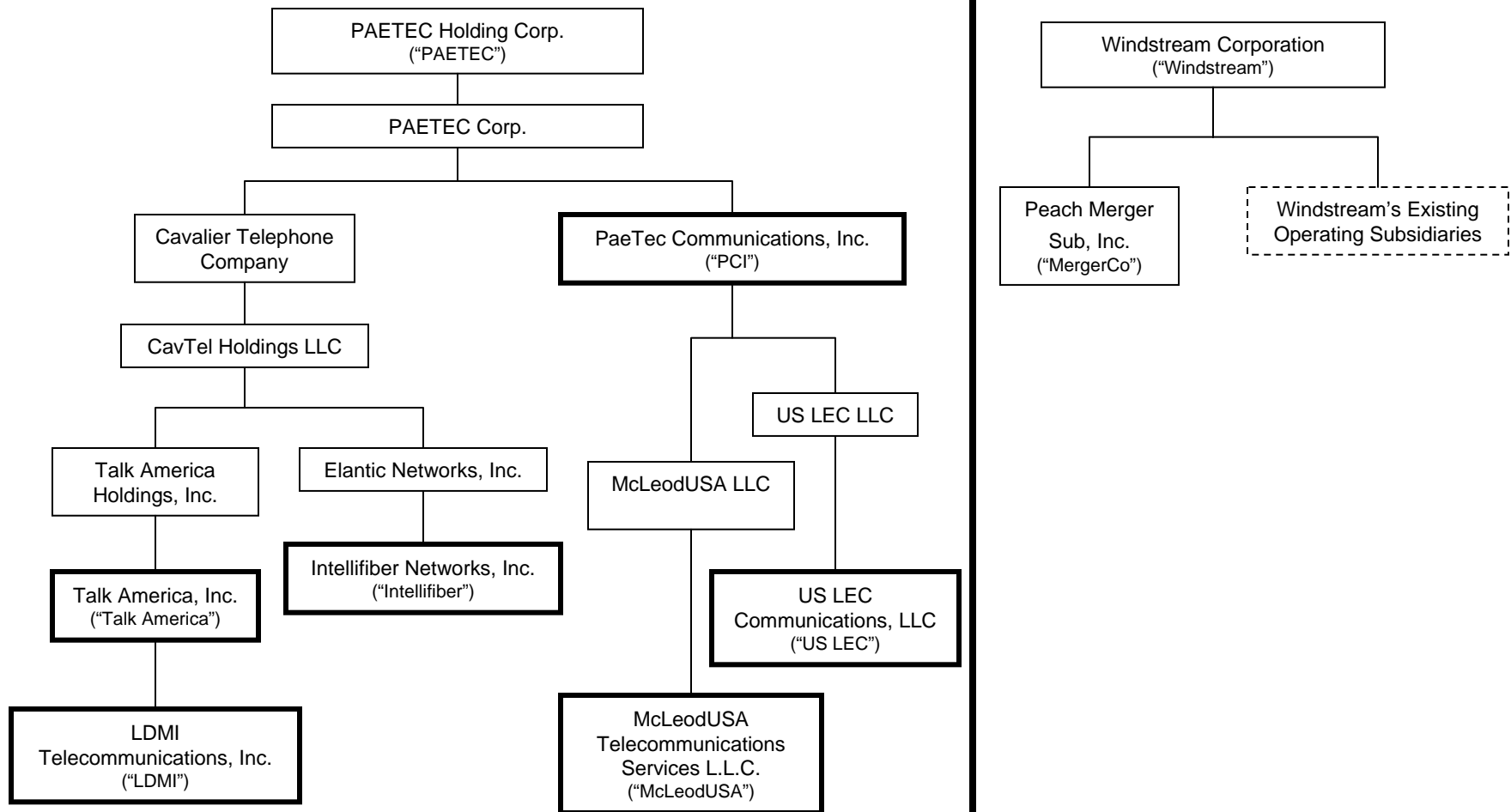
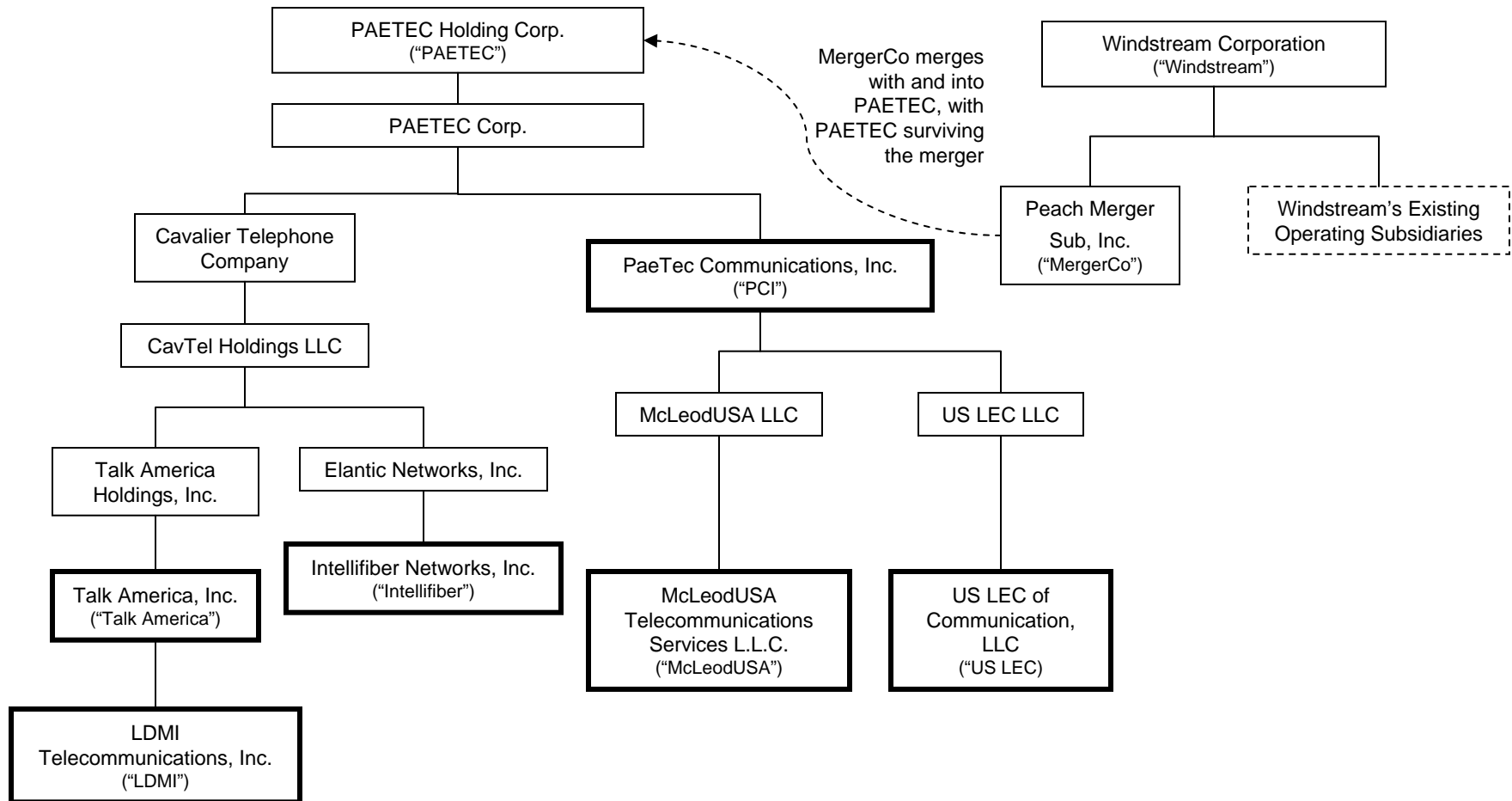
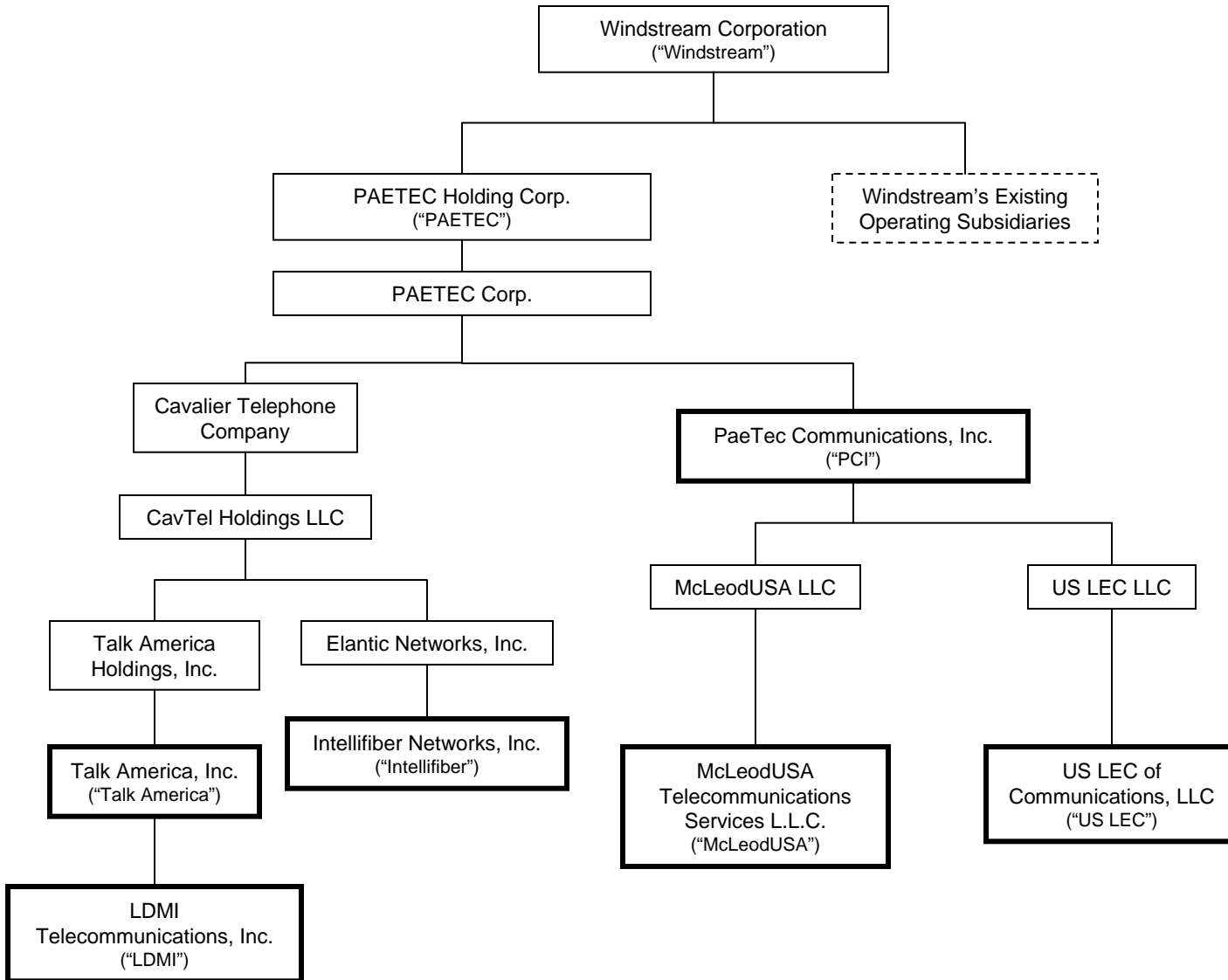


Illustration of Transaction



Post-Transaction Corporate Structure of PAETEC Regulated Entities and Windstream



ATTACHMENT D

List of Officers and Directors

Registrants

Officers

- **Arunas A. Chesonis, Chairman and Chief Executive Officer**
- **Keith M. Wilson, Chief Financial Officer, Executive Vice President, and Treasurer**
- **Algimantas K. Chesonis, Senior Vice President of Finance, Chief Accounting Officer, and Controller**
- **Mario DeRiggi, Executive Vice President and President, National Sales and Service**
- **Robert D. Moore, Jr., Executive Vice President and Chief Information Officer**
- **Mary K. O'Connell, Executive Vice President, General Counsel & Secretary**

Directors

- **Arunas A. Chesonis**
- **Richard T. Aab**
- **Shelley Diamond**
- **H. Russell Frisby, Jr.**
- **Tansukh V. Ganatra**
- **Michael C. Mac Donald**
- **William R. McDermott**
- **Alex Stadler**
- **Keith M. Wilson**
- **Mark Zupan**

Windstream

Officers

- **Jeffery R. Gardner, President and Chief Executive Officer**
- **Brent K. Whittington, Chief Operating Officer**
- **Anthony W. Thomas, Chief Financial Officer**
- **John P. Fletcher, Executive Vice President, General Counsel and Secretary**
- **Michael D. Rhoda, Senior Vice President – Government Affairs**
- **Robert G. Clancy, Jr., Senior Vice President and Treasurer**
- **Susan Bradley, Senior Vice President – Human Resources**
- **Grant Raney, Executive Vice President – Network Operations**
- **Cindy Nash, Chief Information Officer**
- **Richard J. Crane, Executive Vice President and Chief Marketing Officer**
- **John C. Eichler, Vice President and Controller**

Directors

- **Carol B. Armitage**
- **Samuel E. Beall, III**
- **Dennis E. Foster**
- **Francis X. (“Skip”) Frantz**
- **Jeffery R. Gardner**
- **Jeffrey T. Hinson**
- **Judy K. Jones**
- **William A. Montgomery**
- **Alan L. Wells**

This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

8/16/2011 2:07:40 PM

in

Case No(s). 11-4787-TP-ACO

Summary: Application Application Regarding Indirect Transfer of Control electronically filed by Mr. Brett P Ferencak on behalf of PaeTec Communications, Inc. and McLeodUSA Telecommunications Services, LLC and US LEC Communications, LLC and Talk America, Inc. and LDMI Telecommunications, Inc. and Intellifiber Networks, Inc.